

PO8 0000 66690

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

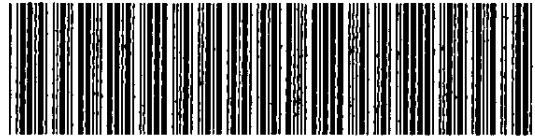
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:  
789 6106, 6107  
6461

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W08-373320

M. THOMAS  
JUL 15 2008  
EXAMINER

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Merced Counseling, Inc. +  
(Name of Resulting Florida Profit Corporation)

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.1115, F.S.

Please return all correspondence concerning this matter to:

Cynthia Merced  
(Contact Person)

\_\_\_\_\_  
(Firm/Company)

3031 NW 2nd Place  
(Address)

Cape Coral, Florida 33993  
(City, State and Zip Code)

For further information concerning this matter, please call:

Cynthia Merced at ( 239 ) 246-8282  
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$105.00 Filing Fees
- \$113.75 Filing Fees and Certificate of Status
- \$113.75 Filing Fees and Certified Copy
- \$122.50 Filing Fees, Certified Copy, and Certificate of Status

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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 TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

July 8, 2008

CYNTHIA MERCED  
3031 NW 2ND PLACE  
CAPE CORAL, FL 33993

SUBJECT: MERCED COUNSELING, INC.  
Ref. Number: W08000032330

We have received your document for MERCED COUNSELING, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date of the conversion cannot be prior to the date of filing nor more than 90 days after the date of filing and must be the same as the effective date listed in the Florida Articles of Organization, if any.

The Certificate of Conversion must be signed by an authorized person.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6097.

Marsha Thomas  
Regulatory Specialist II

Letter Number: 908A00040250

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TALLAHASSEE, FLORIDA

None of the information on this page is to be used for any purpose other than the one for which it is provided. The information on this page is for your use only and is not to be used for any other purpose. The information on this page is for your use only and is not to be used for any other purpose.

**Certificate of Conversion**  
For  
**"Other Business Entity"**  
Into  
**Florida Profit Corporation**

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following **"Other Business Entity"** into a **Florida Profit Corporation** in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

Merced Counseling, LLC

W08-61549

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a LIMITED LIABILITY COMPANY  
(Enter entity type. Example: limited liability company, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of FLORIDA

(Enter state, or if a non-U.S. entity, the name of the country)

on OCTOBER 16, 2007

(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation**:

MERCED COUNSELING, INC.

(Enter Name of Florida Profit Corporation)

5. If not effective on the date of filing, enter the effective date: 7/17/2008  
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Articles of Incorporation, if an effective date is listed therein.)

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TALLAHASSEE, FLORIDA

Signed this 2nd day of July, 2008.

**Required Signature for Florida Profit Corporation:**

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: *Paul Merced*

Printed Name: Paul Merced Title: President

**Required Signature(s) on behalf of Other Business Entity:** [See below for required signature(s).]

Signature: *Paul Merced*

Printed Name: Paul Merced Title: President

Signature: *Cynthia Merced*

Printed Name: Cynthia Merced Title: Secretary/Treasurer

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

**If Florida General Partnership or Limited Liability Partnership:**

Signature of one General Partner.

**If Florida Limited Partnership or Limited Liability Limited Partnership:**

Signatures of ALL General Partners.

**If Florida Limited Liability Company:**

Signature of a Member or Authorized Representative.

**All others:**

Signature of an authorized person.

**Fees:**

Certificate of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)

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TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION**

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

**ARTICLE I NAME**

The name of the corporation shall be:

MERCED COUNSELING, INC.

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business/ mailing address is:

1136 NE PINE ISLAND ROAD SUITE #79  
CAPE CORAL, FLORIDA 33909

**ARTICLE III PURPOSE**

The purpose for which the corporation is organized is:

ANY AND ALL LAWFUL BUSINESS

**ARTICLE IV SHARES**

The number of shares of stock is:

AUTHORIZE 10000 COMMON SHARES @ 1.00 PAR

**ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS**

List name(s), address(es) and specific title(s):

Title: President  
PAUL MERCED  
1136 PINE ISLAND ROAD STE. #79  
CAPE CORAL, FL 33909 US

Title: Secretary/Treasurer  
CYNTHIA MERCED  
1136 PINE ISLAND ROAD STE. #79  
CAPE CORAL, FLORIDA 33909 US

**ARTICLE VI REGISTERED AGENT**

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Cynthia Merced  
3031 NW 2ND PLACE  
CAPE CORAL, FLORIDA 33993

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TALLAHASSEE, FLORIDA

**ARTICLE VII INCORPORATOR**

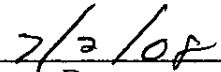
The **name and address** of the Incorporator is:

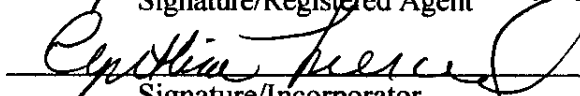
CYNTHIA MERCED  
3031 NW 2ND PLACE  
CAP CORAL, FLORIDA 33993


\*\*\*\*\*

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity*

  
\_\_\_\_\_  
Signature/Registered Agent

  
\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Signature/Incorporator

  
\_\_\_\_\_  
Date

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