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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: THE ZAGRAY COMPANY, 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:

Linda P. Zagray
(Contact Person)

(Firm/Company)

10481 SW 80 St.
(Address)

Miami, FL 33173
(City, State and Zip Code)

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For further information concerning this matter, please call:

Linda P. Zagray at (305) 428-5046
(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

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:

THE ZAGRAY COMPANY LLC

(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 December 5, 2005

(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:**

THE ZAGRAY COMPANY, INC.

(Enter Name of Florida Profit Corporation)

5. If not effective on the date of filing, enter the effective date: _____
(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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Signed this 11 day of August, 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: Lawrence G. Zagray

Printed Name: Lawrence G. Zagray Title: Chairman

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

Signature: Lawrence G. Zagray

Printed Name: Lawrence G. Zagray Title: Member

Signature: _____

Printed Name: _____ Title: _____

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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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:

THE ZAGRAY COMPANY, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailing address is:

2525 Ponce de Leon Blvd., Fifth Floor, Coral Gables, FL 33134

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:

100,000

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

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

Chairman, President & Director - Lawrence G. Zagray, 1864 Sea Pines Lanes, Orange Park, FL 32003

Exec. Vice President, Secretary & Director - Linda P. Zagray, 10481 SW 80 St., Miami, FL 33173

Chief Financial Officer, Treasurer & Director - Harry Shechter, 2525 Ponce de Leon Blvd., 5th Fl., Coral Gables, FL 33134

Sr. Vice President & Director - Cheryll B. Ross, 192-B Industrial Loop, Orange Park, FL 32073

ARTICLE VI REGISTERED AGENT

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

Harry Shechter, 2525 Ponce de Leon Blvd., 5th Fl., Coral
Gables, FL 33134

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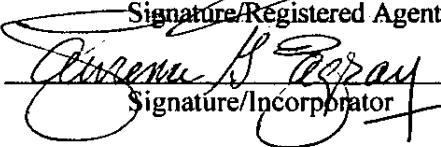
ARTICLE VII INCORPORATOR

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

Lawrence G. Zagray, 1864 Sea Pines Lane, Orange Park, FL 32003

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


Signature/Incorporator

8/11/2008

Date

8/11/2008

Date

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