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(Business Entity Name)

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TALLAHASSEE, FLORIDA

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S. HAWKES

DEC 03 2008

EXAMINER

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Liberty Endeavors, 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:

Henry Marinello  
(Contact Person)

Cole, Scott, and Kissane  
(Firm/Company)

9150 S. Dadeland Boulevard Suite 1400  
(Address)

Miami, Florida 33156  
(City, State and Zip Code)

For further information concerning this matter, please call:

Henry Marinello at ( 305 ) 3505300  
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- |   |   |   |   |
|---|---|---|---|
| <input type="checkbox"/> \$105.00 Filing Fees | <input type="checkbox"/> \$113.75 Filing Fees<br>and Certificate of<br>Status | <input type="checkbox"/> \$113.75 Filing Fees<br>and Certified Copy | <input checked="" type="checkbox"/> \$122.50 Filing Fees,<br>Certified Copy, and<br>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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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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:

Liberty Endeavors, LLC 204-16770  
(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 March 2, 2004  
(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:**

Liberty Endeavors, 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.)

Signed this 6 day of NOVEMBER, 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: \_\_\_\_\_

Printed Name: Henry Marinello

Title: Incorporator

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

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

Printed Name: DARREN CUTMAN

Title: SOLE 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)

## **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:

Liberty Endeavors, Inc.

### **ARTICLE II      PRINCIPAL OFFICE**

The principal place of business/mailling address is:

800 14th St  
Key West, Florida 33040

### **ARTICLE III      PURPOSE**

The purpose for which the corporation is organized is:

Any and all legal business in the state of Florida

### **ARTICLE IV      SHARES**

The number of shares of stock is:

100

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

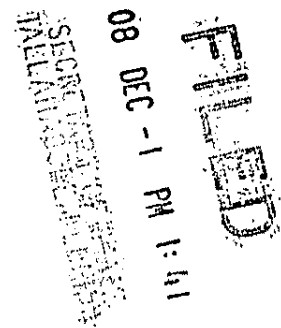
List name(s), address(es) and specific title(s):

Darren Guttman, 800 Catherine Street, Key West, Florida 33040; President  
Evan Guttman, 545 Hunter's Glen Lane, Hendersonville, North Carolina 27023; Vice President, Treasurer,  
Secretary  
Eli Guttman, 800 Catherine Street, Key West, Florida 33040; Vice President

### **ARTICLE VI      REGISTERED AGENT**

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

Henry Marinello  
Cole, Scott, and Kissane  
9150 S. Dadeland Boulevard, Miami, Florida 33156



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**ARTICLE VII INCORPORATOR**

The name and address of the Incorporator is:

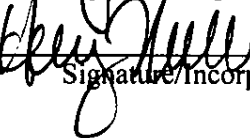
Henry Marinello  
Cole, Scott, and Kissane  
9150 S. Dadeland Boulevard, Miami, Florida 33156

\*\*\*\*\*

*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

11/21/08  
\_\_\_\_\_  
Date

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

11/21/08  
\_\_\_\_\_  
Date