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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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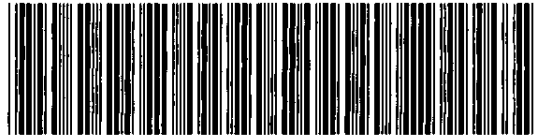
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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S. HAWKES
TALLAHASSEE, FL

S. HAWKES

DEC 24 2008

EXAMINER

BRIAN W. BROAD, P.A.

ATTORNEY AT LAW

55 NE 5TH AVENUE, SUITE 400

BOCA RATON, FLORIDA 33432

FLORIDA & NEW YORK BARS

Tel 561 - 394 - 2321

Fax 561 - 948 - 8044

Email brian@broadlaw.net

Via Federal Express Overnight Delivery

December 22, 2008

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

Re: Palms 5, Inc.

Dear Sir or Madam:

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 my office at the address above.

Enclosed is a check in the amount of \$122.50, representing filing fee, certified copy and certificate of status.

In the event you require any further information concerning this matter, please do not hesitate to make contact.

Sincerely,



Brian W. Broad

BWB/sm

2000/fap/palms 5/div corp ltr

Enclosures

Cc: Calvin Haddad

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


08 DEC 23 PM 4:09
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

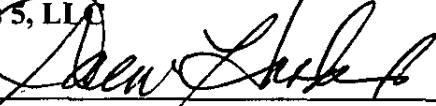
1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is: **Palms 5, LLC.**
2. The "Other Business Entity" is a limited liability company first organized, formed or incorporated under the laws of the State of Florida on July 19, 2006.
3. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation is: **Palms 5, Inc.**
4. The Effective Date shall be the date of filing.

Signed this 22nd day of December, 2008.

Required Signature of Florida Profit Corporation:
Palms 5, Inc.

By: 
Calvin Haddad, Incorporator

Required Signature on behalf of Other Business Entity:
Palms 5, LLC

By: 
Calvin Haddad, Manager

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is: **Palms 5, Inc.**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

55 N.E. Fifth Avenue, Suite 401, Boca Raton, Florida 33432

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of no par value common stock which shall be designated as "Common Shares."

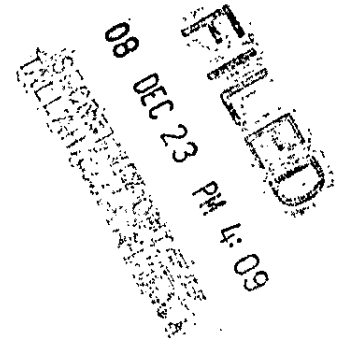
ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 55 N.E. Fifth Avenue, Suite 401, Boca Raton, Florida 33432 and the name of the initial registered agent of this corporation at that address is Calvin Haddad.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) Director to hold office until the first annual meeting of stockholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-Laws of the Corporation. The name and address of the initial Director is:

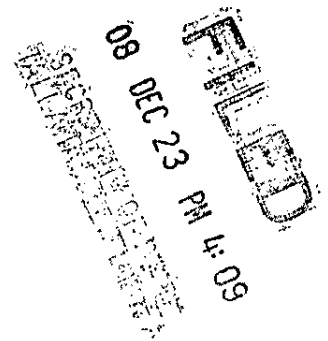
Calvin Haddad
55 N.E. Fifth Avenue, Suite 401
Boca Raton, Florida 33432



ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Calvin Haddad
55 N.E. Fifth Avenue, Suite 401
Boca Raton, Florida 33432



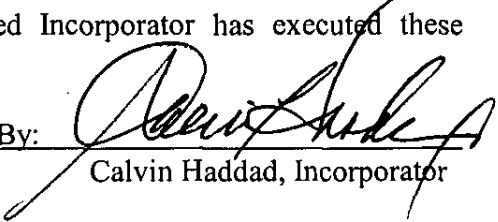
ARTICLE VIII - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Date: December 22, 2008

By:


Calvin Haddad, Incorporator

Having been named as Registered Agent to accept process for the above stated corporation at the place designated in these Articles, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.

Date: December 22, 2008

By:


Calvin Haddad, Registered Agent