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(Requestor's Name)

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(City/State/Zip/Phone #)

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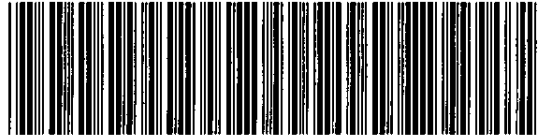
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

T. CLINE

JAN 26 2009

EXAMINER



Chandler R. Finley, Esq.*
Stefania Bologna, Esq.*

Admitted To Practice: Florida Bar ♦ US Federal Court for the Southern District of Florida*
Member of American Immigration Lawyers Association* ♦ American Bar Association*
National Italian American Bar Association ♦ International Bar Association

January 16, 2009

Via U.S. Priority Mail

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

Re: Conversion

Dear Sir or Madam:

Enclosed herewith please find the following documents in order to file the conversion of
NICAMERICAN, LLC to NICAMERICA, INC:

1. Certificate of Conversion
2. Articles of Incorporation (original and additional copy)
3. Our firm's check in the total amount of \$122.50 representing the filing fees, certified copy, and certificate of status.


Please mail the certified copy and certificate of status to:

Stefania Bologna, Esq.
FINLEY & BOLOGNA INTERNATIONAL
150 S.E. 2nd Avenue, Suite #1010
Miami, Florida 33131

Should you have any questions or require additional information please do not hesitate to contact our office.

Sincerely,

FINLEY & BOLOGNA INTERNATIONAL


Stefania Bologna, Esq., for the firm

REPLY TO: Americas Center
150 S.E. 2nd Avenue Suite 1010
Miami, FL 33131
Ph 305-379-7676
Fax 305-379-2321

Mellon United National Bank Bldg.
1645 Palm Beach Lakes Blvd. Suite 460
West Palm Beach, FL 33401
Ph 561-478-9930
Fax 561-478-9945

Atrium Financial Center
1515 N. Federal Hwy. Suite 300
Boca Raton, FL 33432
Ph 561-478-9930
Fax 561-478-9945

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Certificate of Conversion
For
"NICAMERICAN, LLC"
(a Florida limited liability company)
Into
NICAMERICAN, INC
(a Florida corporation)

LOG-56413

This Certificate of Conversion and attached Articles of Incorporation are submitted to convert the following limited liability company into a Florida Profit Corporation in accordance with s. 607.1115, Florida Statutes.

1. The name of the limited liability company immediately prior to the filing of this Certificate of Conversion is:

NICAMERICAN, LLC

2. NICAMERICAN, LLC is a limited liability company, first organized, formed or incorporated under the laws of Florida on June 9, 2008.

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


NICAMERICAN, INC.

4. The date of filing is: January 14th, 2009

Signed this 14th day of January, 2009



Marzio Bonanni, Incorporator for
NICAMERICAN, INC.



Marzio Bonanni, Manager for
NICAMERICAN, LLC

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
NICAMERICAN, INC.

Article I
Name

The name of this corporation is NICAMERICAN, INC.

Article II
Principal Office Address

The principal office and mailing address of the Corporation is located at: 1500
Avenue, Suite 1010, Miami, FL 33131.

Article III
Nature of Business

This Corporation is being formed for the following purposes:

- a. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
- b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
- c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the corporation or which at any time appear conducive thereto or expedient.

Article IV
Term of Existence

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

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Article X
Indemnification

This corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14 day of January, 2009.



Marzio Bonanni, Incorporator

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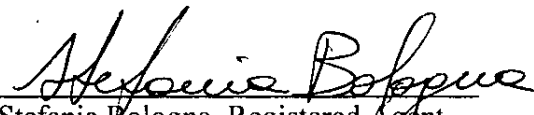
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of s607.0501, Florida Statutes, the undersigned corporation, organized pursuant under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is: NICAMERICAN, INC.
2. The name and address of the registered agent and office is:

Stefania Bologna, Esq.
150 S.E. 2nd Avenue, Suite 1010
Miami, FL 33131

The undersigned, Stefania Bologna, Registered Agent, hereby accepts the designation of themselves as registered agent for this corporation and agrees to serve in compliance with all applicable Florida Statutes.


Stefania Bologna, Registered Agent

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TALLAHASSEE, FLORIDA

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