

PO9000010763

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

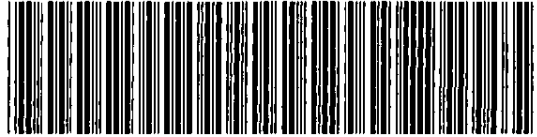
(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only



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02/02/09--01037--005 \*\*122.50

Cert of Conv.  
LCC to Inc. ✓

PO9-10763

FILED  
09 FEB -3 AM 10:47  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

N. CAUSSEAU

FEB 4 2009

EXAMINER

## COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: AFL 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:

Jorge L. Martinez, CPA  
(Contact Person)

Martinez, Greenberg + Company  
(Firm/Company)

10840 SW 113 PL  
(Address)

Miami, FL 33176  
(City, State and Zip Code)

For further information concerning this matter, please call:

Jorge L. Martinez, CPA at (305) 274-2626  
(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

FILED  
09 FEB -3 AM 10:47  
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:

AFL LLC L08-102540  
(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 11/03/08  
(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:

AFL, 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 29 day of January, 2009.

**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: Victor A. Almodovar Title: President

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

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

Printed Name: Victor A. Almodovar Title: Mng. 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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09 FEB -3 M 10:41  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

Martinez, Greenberg & Company  
10840 SW 113<sup>th</sup> Place  
Miami, Florida 33176

FILED  
09 FEB -3 M. 10:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
AFL, INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

AFL, INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposes to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz.:

(1) Transact any and all lawful business.

(2) Said Corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute S607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purpose, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to affect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute S607.014;

#### ARTICLE IV

The aggregate number of shares which this corporation shall have authority to issue is the total sum of one hundred (100) shares, having an individual par value of \$1.00.

Unless other wise stated in these articles, or in an amendment to these articles, there shall be only one class of stock to this corporation.

#### ARTICLE V

The street address of the initial registered office and the name of the initial Registered Agent of this corporation shall be:

Victor A. Almodovar  
1908 NW 98<sup>th</sup> Ave  
Pembroke Pines, Fl 33024

#### ARTICLE VI

The initial Board of Directors shall consist of a total of one person and the name and address of the person who is to serve as the initial director is:

Victor A. Almodovar  
1908 NW 98<sup>th</sup> Ave  
Pembroke Pines, Fl 33024

#### ARTICLE VII

The address of the principle office of this corporation is:

1908 NW 98<sup>th</sup> Ave  
Pembroke Pines, Fl 33024

#### ARTICLE VIII

The names of the subscribers of the shares of common stock and the number of shares of stock each agrees to take are as follows:

Victor A. Almodovar

100 shares

#### ARTICLE IX

The names, addresses, and offices of the Officers who will serve until the first election or appointment under these Articles of Incorporation are:

Victor A. Almodovar

1908 NW 98<sup>th</sup> Ave

Pembroke Pines, Fl 33024

President/Treasurer/Vice-President/Secretary

#### ARTICLE X

This Corporation reserves the right to amend, alter, modify, or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by the statutes of the State of Florida, and any rights and powers conferred upon the directors and shareholders herein are granted subject to this reservation.

#### ARTICLE XI

The names and addresses of the incorporators executing these Articles of Incorporation are:

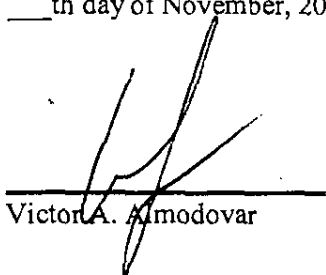
Victor A. Almodovar

1908 NW 98<sup>th</sup> Ave

Pembroke Pines, Fl 33024



IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this \_\_\_\_th day of November, 2007.

  
\_\_\_\_\_  
Victor A. Almodovar

STATE OF FLORIDA)  
COUNTY OF BROWARD)

FILED  
09 FEB -3 AM 10:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with  
said Act:

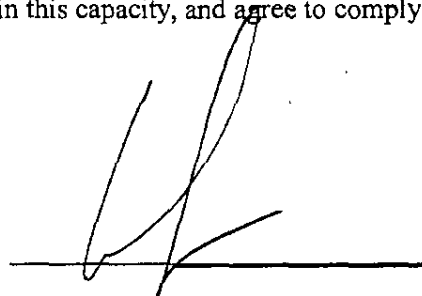
First-That **AFL, Inc.** desiring to organize under the laws of the State of Florida with its  
principle office, as indicated in the articles of incorporation at city of Pembroke Pines, County of  
Broward, State of Florida has named **Victor A. Almodovar** located at **1908 NW 98<sup>th</sup> Ave**, City of  
Pembroke Pines, County of Broward, State of Florida as its agent to accept services of process within this  
state.

Acknowledgment:

Having been named to accept service of process for the above stated corporation, at place  
designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision  
of said Act relative to keeping open said office.

Dated this 25th day of January, 2009

By

  
\_\_\_\_\_  
Victor A. Almodovar  
Registered Agent