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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entry Name)

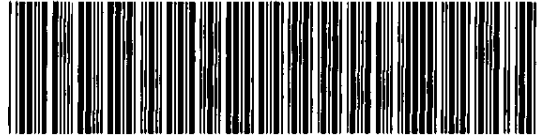
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TALLAHASSEE FLORIDA

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N. G. ... FEB -5 2009

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Spears Boat Sales and Service 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:

Bobby Spears
(Contact Person)

Spears Boat Sales and Service
(Firm/Company)

5895 S. Ranner Hwy.
(Address)

Stuart FL 34997
(City, State and Zip Code)

For further information concerning this matter, please call:

Bobby Spears at (772) 223-3636
(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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 28, 2009

BOBBY SPEARS
5895 S. KANNER HIGHWAY
STUART, FL 34997

SUBJECT: SPEAR BOAT SALES AND SERVICE LLC
Ref. Number: W09000004277

We have received your document for SPEAR BOAT SALES AND SERVICE LLC and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Sections 607.1113, 608.4403, 620.2104, and 620.8914, F.S., require the certificate of conversion to be signed by the converting entity as required by applicable law. If the converting entity is a corporation, the certificate of conversion must be signed by a chairman, vice chairman, officer, director, or an incorporator. If the converting entity is a limited liability company, the certificate of conversion must be signed by a member or an authorized representative of a member. If the converting entity is a general partnership or limited liability partnership, the certificate of conversion must be signed by a general partner. If the converting entity is a limited partnership or limited liability limited partnership, the certificate of conversion must be signed by all of the general partners. If the converting entity is another type of business entity, an authorized person must sign the certificate of conversion.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Neysa Culligan
Regulatory Specialist II

Letter Number: 309A00003107

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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:

Spears Boat Sales and Service LLC 108-10477
(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 27, 2008
(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:

Spears Boat Sales and Service 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 21 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: Bobby Spears
Printed Name: Bobby Spears Title: President

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

Signature: Bobby Spears
Printed Name: BOBBY SPEARS Title: PRESIDENT

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:

SPEARS BOAT SALES AND SERVICE INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is:

5895 S. KANNER HWY.
STUART FL 34997

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

To sale and repair boats.

ARTICLE IV SHARES

The number of shares of stock is: |

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

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

Bobby Spears President
4393 Sugar Pine Dr.
Boca Raton FL 33487

ARTICLE VI REGISTERED AGENT

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

Bobby Spears
4393 Sugar Pine Dr.
Boca Raton FL 33487

ARTICLE VII INCORPORATE

The name and address of the Incorporator is:

Bobby Spears
4393 Sugar Pine DR
Boca Raton FL 33487

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

Bobby Spears
Signature/Registered Agent

1-21-09
Date

Bobby Spears
Signature/Incorporator

1-21-09
Date

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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