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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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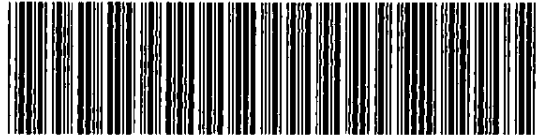
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2009 FEB 16 AM 9:58

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C. LEWIS

FEB 4 2009

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: VIHI Licensing, 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:

David Zippin
(Contact Person)

(Firm/Company)

3300 N. University Drive, #500
(Address)

Coral Springs, FL 33065
(City, State and Zip Code)

For further information concerning this matter, please call:

David Zippin at (954) 575-2668
(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

February 4, 2009

DAVID ZIPPIN
3300 N. UNIVERSITY DR.
#500
CORAL SPRINGS, FL 33065

SUBJECT: VIHI BRAND SERVICES, LLC
Ref. Number: L08000115939

We have received your document for VIHI BRAND SERVICES, 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):

Please complete page two of the conversion document, we must have the signatures on that page.

Please return the corrected original and one copy of 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) 245-6047.

Carolyn Lewis
Regulatory Specialist II
Registration Section

Letter Number: 109A00004031

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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:

VIHI Brand Services, LLC

(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 December 22, 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:**

VIHI Licensing, 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.)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signed this 12 day of February, 20 09

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: David Zippin Title: incorporator

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

Signature: _____

Printed Name: David Zippin Title: Authorized Representative

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)

FILED

ARTICLES OF INCORPORATION
OF
VIHI LICENSING, INC.

2009 FEB 16 AM 9:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The name of the Corporation is VIHI Licensing, Inc.

SECOND: The address of the ^{principal} ~~registered~~ office of the Corporation in the State of Florida shall be 3300 North University Drive, Suite 500, Coral Springs, Florida 33065. The name and address of the Corporation's registered agent in the State of Florida is David Zippin, 3300 North University Drive, Suite 500, Coral Springs, Florida 33065.

The name and address of the Corporation's Incorporator in the State of Florida is David Zippin, 3300 North University Drive, Suite 500, Coral Springs, Florida 33065.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may now or hereafter be organized under the Florida Business Corporation Act.

FOURTH: (1) The maximum number of shares of stock that this corporation is authorized to have issued and outstanding at any time is 100,000 shares of common stock at a par value of \$0.001 per share, which shall be known as Common Stock, it being understood that this shall be the only class of common stock, and 100,000 shares of preferred stock at a par value of \$0.001 per share.

(2) Shares of preferred stock may be issued from time to time in one or more series as may be established from time to time by resolution of the Board of Directors of the Corporation (the "Board of Directors"), each of which series shall consist of such number of shares and have such distinctive designation or title as shall be fixed by resolution of the Board of Directors prior to the issuance of any shares of such series. Each such series of preferred stock shall have such voting powers, full or limited, or no voting powers, and such preferences and relative, participating, optional or other special rights and such qualifications, limitations or restrictions thereof, as shall be stated in such resolution of the Board of Directors providing for the issuance of such series of preferred stock. The Board of Directors is further authorized to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series subsequent to the issuance of shares of the series.

FIFTH: In furtherance and not in limitation of the powers conferred by statute and subject to Article Sixth hereof, the Board of Directors is expressly authorized to adopt, repeal, rescind, alter or amend in any respect the Bylaws of the Corporation (the "Bylaws").

SIXTH: The Bylaws may be adopted, rescinded, altered or amended in any respect by the stockholders of the Corporation, but only by the affirmative vote of the holders in excess of 50% of the voting power of all outstanding shares of voting stock, regardless of class and voting together as a single voting class; provided, however, that where such action is approved by a majority of the continuing directors, the affirmative vote of a majority of the voting power of all

outstanding shares of voting stock, regardless of class and voting together as a single voting class, shall be required for approval of such action.

SEVENTH: The business and affairs of the Corporation shall be managed by and under the direction of the Board of Directors. The exact number of directors of the Corporation shall be determined from time to time by a Bylaw or Amendment thereto provided that the number of directors shall not be reduced to less than three (3), except that there need be only as many directors as there are stockholders in the event that the outstanding shares are held of record by fewer than three (3) stockholders.

Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

EIGHTH: Each director shall serve until his successor is selected and qualified or until his death, resignation or removal; no decrease in the authorized number of directors shall shorten the term of any incumbent director.

NINTH: Newly created directorships resulting from any increase in the number of directors, or any vacancies on the Board of Directors resulting from death, resignation, removal or other causes, shall be filled solely by the affirmative vote of a majority of the remaining directors then in office, even though less than a quorum of the Board of Directors. Any director elected in accordance with the preceding sentence shall hold office for the new directorship was created or the vacancy occurred and until such director's successor shall have been elected and qualified or until such director's death, resignation or removal whichever first occurs.

TENTH: Any director may be removed from office with or without cause and only by the affirmative vote of the holders in excess of 50% of the voting power of all outstanding shares of voting Stock entitled to voting power of all outstanding shares of voting stock entitled to vote in connection with the election of such director regardless of class and voting together as a single voting class; provided, however, that where such removal is approved by a majority of the continuing directors, the affirmative vote of a majority of the voting power of all outstanding shares of voting stock entitled to vote in connection with the election of such director, regardless of class and voting together as a single voting class, shall be required for approval of such removal.

ELEVENTH: Any action required or permitted to be taken by the stockholders of the Corporation must be effected at a duly called Annual Meeting or at a special meeting of stockholders of the Corporation, unless such action requiring or permitting stockholder approval is approved by a majority of the continuing directors, in which case such action may be authorized or taken by the written consent of the holders of outstanding shares of voting stock having not less than the minimum voting power that would be necessary to authorize or take such action at a meeting of stockholders at which all shares entitled to vote thereon were present and voted, provided all other requirements of applicable law and these Articles have been satisfied.

TWELFTH: Each director shall serve until his successor is elected and qualified or until his death, resignation or removal; no decrease in the authorized number of directors shall shorten the term of any incumbent director; and additional directors, elected pursuant to Section 2 of Articles Fourth hereof in connection with rights to elect such additional directors under specified circumstances that may be granted to the holders of any series of preferred stock, shall not be included in any class, but shall serve for such term or terms and pursuant to such other provisions as are specified in the resolution of the Board of Directors establishing such series.

THIRTEENTH: Meetings of stockholders of the Corporation may be held within or without the State of Florida, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision of applicable law) outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws.

FOURTEENTH: The provisions set forth in these Articles may not be repealed, rescinded, altered or amended in any respect, and no other provisions or provisions may be adopted that impair or impairs, in any respect, the operation or effect of any such provision, except by the affirmative vote of the holders in excess of 50% of the voting power of all outstanding shares of voting stock regardless of class and voting together as a single voting class, and, where such action is proposed by an interested stockholder or by any associated or affiliate of an interested stockholder, the affirmative vote of the holders of a majority of the voting power of all outstanding shares of voting stock, regardless of class and voting together as a single class, other than shares held by the interested stockholder which proposed (or the affiliate or associate of which proposed) such action, or any affiliate or associate of such interested stockholder; provided, however, that where such action is approved by a majority of the continuing directors, the affirmative vote of a majority of the voting power of all outstanding shares of voting stock, regardless of class and voting together as a single voting class, shall be required for approval of such action. Notwithstanding the foregoing, the Board of Directors may repeal, rescind, alter or amend Articles First and Second without shareholder approval.

FIFTEENTH: No director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (a) for any breach of the director's duty of loyalty to the Corporation or its stockholder; (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.

This Corporation shall have the power to indemnify any person who was or is a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administration or investigatory (other than an action by or in the right of this Corporation) by reason of the fact that he is or was a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of this Corporation, and, with respect to any criminal action or proceeding, had no responsible cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, or itself, create a

presumption that the person did not act in good faith in a manner which he reasonably believes to be in or not opposed to the best interest of this Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

This Corporation shall have power to indemnify any person who was or is party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of this Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of this Corporation, or is or was serving at the request of this Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of this Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of this duty to this Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court shall deem proper.

To the extent that a director, officer, employee or agent of this Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraphs 1 and 2 or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

Expenses incurred in defending a civil or criminal action, suit or proceeding, may be paid by this Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by this Corporation as authorized in this Article.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the laws of the State of Florida, and by law, agreement, vote and stockholders or disinterested directors or otherwise, both as to action in his official capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

This Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was director, officer, employee or agent of this Corporation, or is or was serving at the request of this Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such,

whether or not this Corporation would have the power to indemnify him against such liability under the provisions of this Article.

SIXTEENTH: No contract or other transaction of the Corporation with any other person, firm or corporation, or in which this corporation is interested, shall be affected or invalidated by: (a) the fact that any one or more of the directors or officers of the Corporation is interested in or is a director or officer of such other firm or corporation; or, (b) the fact that any director or officer of the Corporation, individually or jointly with others, may be a party to or may be interested in any such contract or transaction, so long as the contract or transaction is authorized, approved or ratified at a meeting of the Board of Directors by sufficient vote thereon by directors not interested therein, to which such fact of relationship or interest has been disclosed, or the contract or transaction has been approved or ratified by vote or written consent of the stockholders entitled to vote, to whom such fact of relationship or interest has been disclosed, or so long as the contract or transaction is fair and reasonable to the Corporation. Each person who may become a director or officer of the Corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with the Corporation for the benefit of himself or any firm or corporation in which he may in any way be interested.

SEVENTEENTH: The Corporation is not governed by §607.0901 of the Florida Business Corporation Act (governing affiliated party transactions).

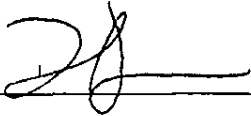
IN WITNESS WHEREOF VIHI LICENSING, INC., has caused these Articles of Incorporation to be executed by the officer designated below and to be attested to by its Secretary as of the 27 day of January, 2009.

VIHI LICENSING, INC.

By: 

David A. Zippin, Incorporator

Having been named as registered agent to accept service of process for the above state 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.



1-27-09
Date

FILED
2009 FEB 16 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA