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(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

N. G. G. MAR 23 2009

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Kimura Spa, 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:

James B. Davison  
(Contact Person)

(Firm/Company)

6602 U.S. HIGHWAY 19  
(Address)

NEW PORT RICHEY FL 34653 US  
(City, State and Zip Code)

For further information concerning this matter, please call:

Alex Yu, Esq. at ( 813 ) 514-2885  
(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

March 17, 2009

JAMES B. DAVISON  
6602 U.S. HIGHWAY WAY 19  
NEW PORT RICHEY, FL 34653

SUBJECT: KIMURA SPA, INC.  
Ref. Number: W09000012591

We have received your document for KIMURA SPA, INC. and your check(s) totaling \$113.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Certificate of Conversion must state the effective date of the conversion. The effective date cannot be prior to the date of filing nor more than 90 days after the date of filing and must be the same as the effective date of the conversion under the laws governing the other business entity.

This document was received in our office on 3/16/09.

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: 309A00009084

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

**FILED**  
**09 MAR 20 AM 8:48**  
**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:

KIMURA SPA, LLC

L08-106448

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Florida 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 State of Florida

(Enter state, or if a non-U.S. entity, the name of the country)

on November 17, 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:

N/A

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

Kimura Spa, 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 23rd 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: James B. Davison

Printed Name: James B. Davison Title: President & Secretary

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

Signature: James B. Davison

Printed Name: James B. Davison Title: 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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## **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:

Kimura Spa, Inc.

### **ARTICLE II      PRINCIPAL OFFICE**

The principal place of business/mailing address is:

6602 U.S. HIGHWAY 19  
NEW PORT RICHEY FL 34653 US

### **ARTICLE III      PURPOSE**

The purpose for which the corporation is organized is:

Any and All Lawful Business.

### **ARTICLE IV      SHARES**

The number of shares of stock is:

10,000

### **ARTICLE V      INITIAL OFFICERS AND/OR DIRECTORS**

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

JAMES B. DAVISON  
President & Secretary  
6602 U.S. HIGHWAY 19  
NEW PORT RICHEY FL 34653 US.

### **ARTICLE VI      REGISTERED AGENT**

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

JAMES B. DAVISON  
6602 U.S. HIGHWAY 19  
NEW PORT RICHEY FL 34653 US

**ARTICLE VII INCORPORATOR**

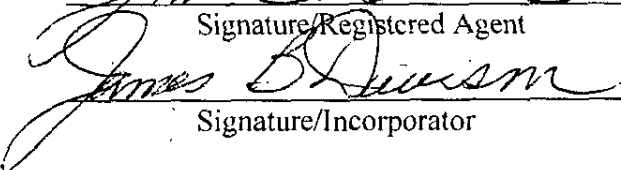
The name and address of the Incorporator is:

JAMES B. DAVISON  
6602 U.S. HIGHWAY 19  
NEW PORT RICHEY FL 34653 US

\*\*\*\*\*

*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*

  
\_\_\_\_\_  
Signature/Registered Agent

  
\_\_\_\_\_  
Signature/Incorporator

2/27/09  
Date

2/27/09  
Date

**FILED**  
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TALLAHASSEE FLORIDA