

PO9UWUWU30471

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

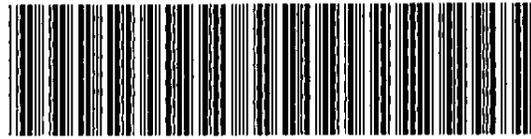
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700148370287

04/07/09--01001--018 **113.75

RECEIVED
09 APR - 6 PM 4:46
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
09 APR - 6 AM 8:15
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

B. KOHR
APR - 7 2009
EXAMINER

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: TRICIA TADLOCK
DATE: 04/06/09
REF. #: 001902.102517
CORP. NAME: VELOCITA HOLDINGS, LLC

TALLAHASSEE, FLORIDA
06 APR - 9 AM 8:15
FILED

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input checked="" type="checkbox"/> OTHER: CERTIFICATE OF CONVERSION | | |

STATE FEES PREPAID WITH CHECK# 529857 FOR \$ 113.75.

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

CERTIFICATE OF CONVERSION

In accordance with Sections 607.1115 and 608.4403, Florida Statutes, the undersigned Florida limited liability company hereby submits the attached articles of incorporation and this certificate of conversion to convert to a Florida corporation pursuant to Sections 607.1115 and 608.4401, Florida Statutes:

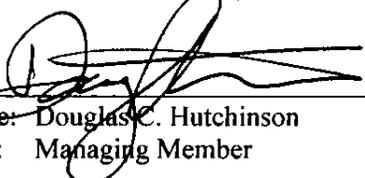
1. The name of the "Other Business Entity" immediately prior to filing this Certificate of Conversion: **VELOCITA HOLDINGS, LLC.** *L07000046700*
2. The "Other Business Entity" is a limited liability company organized under the laws of Florida on May 2, 2007.
3. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation is: **VELOCITA HOLDINGS, INC.**
4. A plan of conversion was approved by the converting limited liability company, Velocita Holdings, LLC, in accordance with Section 608.4402, Florida Statutes.
5. The conversion of Velocita Holdings, LLC into Velocita Holdings, Inc. (a) shall be effective upon the filing of this Certificate of Conversion with the Florida Department of State, and (b) complies with Chapters 607 and 608, Florida Statutes.
6. The principal office and mailing address of the Florida Profit Corporation "surviving" the conversion is:

Velocita Holdings, Inc.
9480 South Military Trail, #4D
Boynton Beach, Florida 33436

7. Velocita Holdings, LLC has agreed to pay any members having appraisal rights the amount to which such members are entitled under Sections 608.4351-608.4359, Florida Statutes.

In accordance with Section 608.408(3), Florida Statutes, the undersigned hereby affirms under penalties of perjury that the facts stated herein are true.

VELOCITA HOLDINGS, LLC

By: 
Name: Douglas C. Hutchinson
Title: Managing Member

Date: *April 2*, 2009

FILED
09 APR -6 AM 8:15
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

FILING FEES:
\$35.00 Filing Fee for Florida Articles of Incorporation
\$70.00 Filing Fee for Certificate of Conversion
\$ 8.75 Certified Copy (optional)
\$ 8.75 Certificate of Status (optional)

**ARTICLES OF INCORPORATION
OF
VELOCITA HOLDINGS, INC.**

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation shall be: Velocita Holdings, Inc. (the "Corporation")

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation is:

9480 South Military Trail, #4D
Boynton Beach, Florida 33436

**ARTICLE III
AUTHORIZED SHARES**

The Corporation is authorized to issue 10,000,000 shares of capital stock with a par value of \$0.01 per share, which shall consist of (i) 2,500,000 shares of Class A Common Stock, (ii) 2,500,000 shares of Class B Common Stock, which shall have the same rights and preferences as the Class A Common Stock except that the Class B Common Stock shall not have no voting rights except as required by law, and (iii) 5,000,000 shares of Preferred Stock.

The Corporation's Board of Directors (the "Board") is hereby empowered to cause the Class A Common Stock and the Class B Common Stock to be issued from time to time for such consideration as it may from time to time fix, with such qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions providing for the issue of such stock adopted by the Board.

The Board is hereby empowered to cause the Preferred Stock to be issued from time to time for such consideration as it may from time to time fix, and to cause such Preferred Stock to be issued in one or more classes or series, with such voting powers, full or limited, or no voting powers, and such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions providing for the issue of such stock adopted by the Board.

FILED
09 APR -6 AM 8:15
TALLAHASSEE, FLORIDA

**ARTICLE IV
REGISTERED AGENT**

The name and street address of the Corporation's registered agent is:

CorpDirect Agents, Inc.
515 East Park Avenue
Tallahassee, FL 32301

**ARTICLE V
INCORPORATOR**

The name and address of the Incorporator is:

Stuart S. Cowitt, Esq.
2439 Centergate Drive, Unit 204
Miramar, Florida 33025

IN WITNESS WHEREOF, the undersigned executed these Articles of Incorporation on the 24th day of April, 2009.

By: Stuart S. Cowitt
Stuart S. Cowitt, Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OF THE FLORIDA STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED AGENT AND REGISTERED OFFICE IN THE STATE OF FLORIDA.

- (1) The name of the corporation is Velocita Holdings, Inc.
- (2) The name and street address of the Florida registered agent and office are:

CorpDirect Agents, Inc.
515 East Park Avenue
Tallahassee, FL 32301

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all the statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided in Chapter 607, F.S.

By: Patricia Tadlock Asst. Sec.
Name: Patricia Tadlock
Title: Assistant Secretary

Date: April 6TH, 2009