

PO9UUVU30471

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

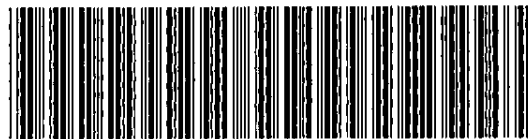
(Business Entity Name)

(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

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09 APR - 6 AM 8:15  
TALLAHASSEE, FLORIDA

- |  |   |  |
|--|---|--|
| <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 |   |  |
| (XX) 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:

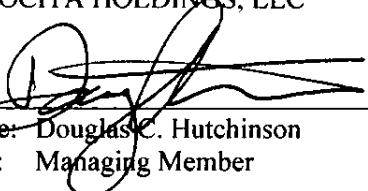
1. The name of the "Other Business Entity" immediately prior to filing this Certificate of Conversion: **VELOCITA HOLDINGS, LLC.** 107000046700
2. The "Other Business Entity" is a limited liability company organized under the laws of Florida on May 2, 2007.
3. The name of the Florida Profit Corporation 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

### 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)**

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

**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.

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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 24<sup>th</sup> day of April, 2009.

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

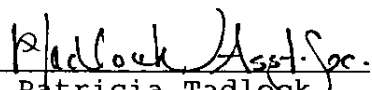
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE**

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:   
Name: Patricia Tadlock  
Title: Assistant Secretary

Date: April 6<sup>TH</sup>, 2009