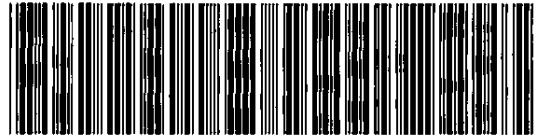


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(Requestor's Name)

(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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05/11/09--01021--012 **122.50

W09-23336
MAY 18 2009

J. BRYAN

JUN -4 2009

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Ricos Lawn & Garden Corp.
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:

Rigoberto Guidicelli
Contact Person

Ricos Lawn & Garden Corporation
Firm/Company

4261 5th Ave NW
Address

Naples FL 34119
City, State and Zip Code

ricoslawn@gmail.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Rigoberto Guidicelli at (239) 734-5296
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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 18, 2009

RIGOBERTO GUIDICELLI
RICOS LAWN & GARDEN CORPORATION
4261 5TH AVE NW
NAPLES, FL 34119

SUBJECT: RICOS LAWN & GARDEN CORP.
Ref. Number: W09000023336

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for RICOS LAWN & GARDEN CORP. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date of the conversion 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 listed in the Florida Articles of Incorporation, if any.

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.

The document must state the number of shares of authorized stock. The consultation of a legal counsel is always recommended if uncertain of the appropriate number of shares to authorize.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

You must list at least one incorporator with a complete business street address.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

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) 245-6043.

Joey Bryan
Regulatory Specialist II

Letter Number: 409A00016836

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FILED
09 JUN -3 PM 2:20
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:

Ricos Lawn & Garden LLC. #L07000069208
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 July 1st 2007 eff 07/07/07
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:**

Ricos Lawn & Garden Corp.
Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: ~~April 20, 2009~~ Rb
(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 5 day of MAY, 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:

Printed Name: Rogerio Guidicelli Title: OWNER

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

Signature: Rosa Guidicelli
Printed Name: Rosa Guidicelli Title: Member

Signature: Rogerio Guidicelli
Printed Name: Rogerio Guidicelli Title: President

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)

09 JUN -3 PM 2:20
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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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:

Ricos Lawn & Garden Corporation

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is:

4261 5th Ave NW
NAPLES, FL 34119

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

Landscaping

ARTICLE IV SHARES

The number of shares of stock is:

100 shares

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

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

Rigoberto Guidicelli - P
Rosa Guidicelli Member

ARTICLE VI REGISTERED AGENT

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

Rigoberto Guidicelli

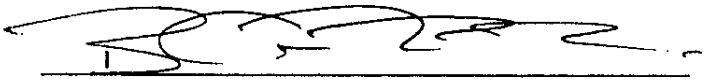
4261 5th Ave NW
Naples FL 34119

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Rigoberto Guidicelli
4261 5th Ave NW
Naples FL 34119

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 famlliar with and accept the appointment as registered agent and agree to act in this capacity



Signature/Registered Agent

05/06/09

Date



Signature/Incorporator

05/06/09

Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA