

PID 000015706

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

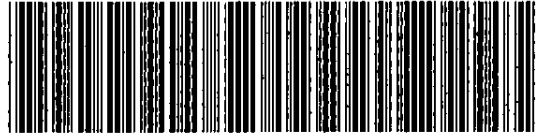
Special Instructions to Filing Officer:

Office Use Only

G. MCLEOD

FEB 22 2010

EXAMINER



800163732118

02/18/10--01030--016 **113.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
10 FEB 18 PM 2:09

MARTHA FEDELE
39 Westgrill Drive
Palm Coast, FL 32164

TRANSMITTAL LETTER

February 10th 2010

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Subject: **MT5 GROUP, INC.**

Enclosed is the original and one (1) copy of the Articles of Incorporation; the certificate of designation and a check for ~~\$105.00~~. Please send one Certificate of Status at the above address. (~~\$~~ 113.75)

FROM: Martha Fedele
39 Westgrill Drive
Palm Coast, FL 32164

**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 Status.

1. The name of the "other Business Entity" prior to the filing of this Certificate of Conversion is:

MT5 GROUP, LLC

2. The "Other Business Entity" is a limited liability company first organized under the law of Florida State on September 26th, 2009; electronic filing : L09000093571.

3. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation: MT5 GROUP, INC.

4. The jurisdiction of the Florida Profit Corporation is the same as the "Other Business Entity", under the law of State of Florida.

5. Then effective date as a Florida Profit Corporation shall be February 10th, 2010

Signed this day of February 10th, 2010



Signature of Treasurer/Secretary of
Martha Fedele
MT5 GROUP, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
10 FEB 18 PM 2:09

**ARTICLES OF INCORPORATION
OF
MT5 GROUP, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

Article I NAME

The name of the corporation shall be: **MT5 GROUP, INC.**

Article II NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States or of the Florida Business Corporation Act.

Article III PRINCIPAL OFFICE

The principal place of business of this corporation shall be:
8726 NW 26th Street 20.
Miami, FL 33172

The corporation may also have offices at such places within the State of Florida or Internationally as the board may from time to time establish.

Article IV CAPITAL STOCK

The number of shares that this corporation is authorized to have outstanding at any one time is one thousand (1000.00), divided as follows:

Name	%	Number	Class	Per value per share
Chaba Rafael Josa	90	%	Common	No Par
Martha Fedele	10	%	Common	No Par

Certificates representing shares in this Corporation shall be signed by the President and the Secretary and will be sealed with the seal of this Corporation.

Each outstanding share shall be entitled to one vote on each matter submitted to a vote at a meeting of Shareholders.

A Shareholder may vote either in person or by proxy in writing by the shareholder or his duly authorized attorney-in-fact.

The preferences, limitations, designation and relative rights of Common Stock are as follows:

- 1) Ratable participation in earnings by way of cumulative dividends when and if declared by the Board of Directors out of legally available funds;
- 2) Ratable voting rights of one vote per share; and
- 3) Ratable participation in net assets after satisfying creditors upon liquidation.

Article V PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

Article VI INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Martha Fedele
139 Westgrill Drive
Palm Coast, FL 32164

Article VII INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is:

Martha Fedele
139 Westgrill Drive.
Palm Coast, FL 32164

Article VIII ELECTION OF OFFICERS

The election of Officers shall be designated by the majority of stockholders entitled to vote. Fifty percent (50%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of fifty percent (50%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of Shareholders unless otherwise provided by law.

Article IX OFFICERS

This corporation shall have three (3) Officers: President, and Treasurer/Secretary:

President: Chaba Rafael Josa

Treasurer/Secretary: Martha Fedele

Article X BOARD OF DIRECTORS

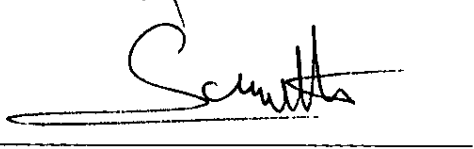
The business of the corporation shall be conducted by a Board of Directors consisting of not less than one (1) and not more than five (5) directors. Each officer and director shall hold office until his or her successor is elected and qualified; provided however, that a majority of the Stockholders may, at a regular or special meeting, remove any officer or director with or without cause. The duties, powers and functions of the officers and directors of this corporation shall be as usually devolve upon such officers and directors unless otherwise provided in the By-Laws.

Article XI AMENDMENT

These Articles of incorporation may be amended in any manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to the stockholders by them and approved at a stockholder's meeting by a majority of Stockholders entitled to vote thereon; unless, however, all of the Board of Directors and all of the Stockholders sign a written statement manifesting their intention to amend a certain article herein.

No shareholder shall use, negotiate, sign, pledge, serve as grantor, to any third party, or use any shares of this Corporation without prior and unanimous consensus of the Board of Directors.

The undersigned has executed these articles of Incorporation this 10th. Day of February, 2010.



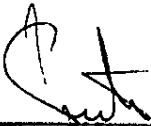
Martha Fedele

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

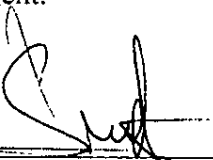
1. The name of the corporation is: MT5 GROUP, INC.
2. The name and address of the registered agent and office is:

Martha Fedele
139 Westgrill Drive
Palm Coast, FL 32164



Martha Fedele

Having been named as registered agent and accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent simultaneously with the designation and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as a registered agent.



Martha Fedele

February 10th. 2010