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(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. LEWIS

MAR 2 2010

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: FLUENZ, 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:

Pedro P. Saez, Esq.

Contact Person

Saez & Associates

Firm/Company

777 Brickell Avenue, Suite 1110

Address

Miami, FL 33131

City, State and Zip Code

psaez@saezlaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Ibis T. Alonzo

Name of Contact Person

at (305)

Area Code and Daytime Telephone Number

358-0028

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

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 Statutes.

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

Watercress Digital LLC.

Enter Name of Other Business Entity

2. The "Other Business Entity" is a limited liability company M09000000445
(Enter entity type. Example: limited liability company, limited partnership,
general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Delaware
(Enter state, or if a non-U.S. entity, the name of the country)

on September 7, 2006
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:**

Fluenz, 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 26th day of February, 20 10.

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Required Signature for Florida Profit Corporation:

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Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: Sonia Gil

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Printed Name: Sonia Gil Title: Vice-President

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

Signature: Sonia Gil
Printed Name: Sonia Gil Title: Manager

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)

ARTICLES OF INCORPORATION
OF
FLUENZ, INC.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned incorporator hereby executes, acknowledges and files with the Florida Department of State the following Articles of Incorporation (the "Articles") for the purpose of organizing a corporation under the Florida Business Corporation Act (the "Act").

ARTICLE I - Name

The name of the corporation is **FLUENZ, INC.**.

ARTICLE II - Principal Office

The initial principal place of business or mailing address of the Corporation shall be:

1560 Lenox Avenue
Suite 305
Miami Beach, FL 33139

ARTICLE III - Term of Existence

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE IV - Nature of Business

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - Authorized Shares

(a) **Number.** The Corporation is authorized to issue ten thousand (10,000) shares of common stock having a par value of \$1.00 each.

(b) **Preemptive Rights.** Shareholders shall have preemptive rights.

ARTICLE VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation shall be 777 Brickell Avenue, Suite 1110, Miami, Florida 33131 and the name of the initial registered agent of this corporation at that address is Pedro P. Sáez.

ARTICLE VII - Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of its board of directors. The Corporation shall have four (4) directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the first member of the board of directors are:

<u>Name:</u>	<u>Address:</u>
Sonia Gil	1560 Lenox Avenue; Suite 305 Miami Beach, FL 33139
Carlos Lizarralde	1560 Lenox Avenue, Suite 305 Miami Beach, FL 33139
Romulo Lander	1560 Lenox Avenue, Suite 305 Miami Beach, FL 33139
Hector Soucy	1560 Lenox Avenue, Suite 305 Miami Beach, FL 33139

ARTICLE VIII - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that such bylaws shall not be altered, amended or repealed by the board of directors.

ARTICLE IX - Incorporator

The name and address of the subscriber to these Articles are:

Name:

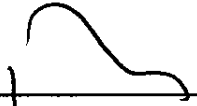
PEDRO P. SAEZ

Address:

777 Brickell Avenue
Suite 1110
Miami, Florida 33131

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in the City of Miami, State of Florida this 26th day of February, 2010.


_____(SEAL)
Pedro P. Saez, Incorporator

STATE OF FLORIDA)
)SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, this day personally appeared PEDRO P. SAEZ, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did acknowledge before me that he made and subscribed the same for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in Miami- Dade County,
Florida this 25th day of February, 2010.



NOTARY PUBLIC, State of Florida

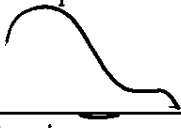
Printed Name of Notary **J. B. T. ALONZO**
Commission # **MY COMMISSION # DD945122**
My Commission Expires **EXPIRES December 08, 2013**
FloridaNotaryService.com

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

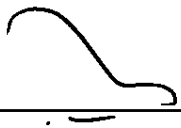
In compliance with Section 48.091, Florida Statutes, the following is submitted:

FLUENZ, INC., desiring to organize or qualify under the laws of the State of Florida with its principal place of business at City of Miami, State of Florida has named Pedro P. Saez, Esquire located at 777 Brickell Avenue, Suite 1110, Miami, Florida 33131, as its agent to accept service of process within Florida.


_____(SEAL)
Pedro P. Saez, Esquire
Incorporator

Dated: February 26, 2010

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


_____(SEAL)
Pedro P. Saez, Esquire
Registered Agent

Dated: February 26, 2010

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TALLAHASSEE, FLORIDA