

P10000041084

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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WAIT

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MAIL

(Business Entity Name)

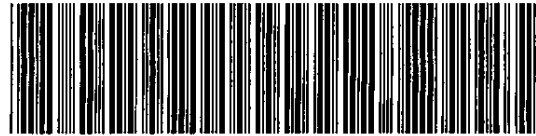
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

W100000 21826

Office Use Only



300179244703

05/04/10--01017--025 **112.50

05/13/10--01002--020 **10.00

FILED
10 MAY 12 PM 4:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BRUCE

MAY 12 2010

EXAMINER

Landis & Mallinger, P.L.

Attorneys at Law

COMPSON FINANCIAL CENTER, SUITE 302
980 NORTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33432

www.landisandmallinger.com

DANIEL M. LANDIS
dan@landisandmallinger.com

MARTIN R. MALLINGER
martin@landisandmallinger.com

TELEPHONE
(561) 391-5506
(561) 394-7181
FACSIMILE
(561) 391-5676
(561) 394-7976

VIA FEDEX

Division of Corporations
Florida Department of State
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: VIRTUALS, INC. - CONVERSION FROM LLC TO FOR PROFIT CORPORATION
Our File No.: B-100263

Dear Sir or Ms.:

Enclosed please find the following in connection with the above-referenced matter:

1. Photocopy of correspondence dated May 5, 2010 from your offices.
2. Original Certification of Virtuals, LLC, a Florida limited liability company (as previously filed with the Department).
3. Original Articles of Conversion of Virtuals, LLC to Virtuals, Inc. (as previously filed with the Department).
4. Original Certificate of Conversion for "Other Business Entity" into Florida Profit Corporation.
5. Completed Cover Letter.
6. Landis & Mallinger, P.L. operating account check no. 5272 payable to "Florida Department of State" in the amount of \$10.00 representing the balance due for the subject conversion. Your office is presently holding our previous check in the amount of \$112.50.
7. Original Articles of Incorporation for Virtuals, Inc.
8. Stamped, return addressed envelope.

Please process the enclosed documents converting the subject limited liability company to a Florida for profit corporation at your earliest convenience and forward the appropriate documentation, together with the certified copy of the filed Articles and the Certificate of Status, to the undersigned in the return envelope provided.

Thank you for your anticipated attention to the foregoing. Please contact our office should you have any questions or require anything further, and feel free to call our office collect if needed.

Very truly yours,

LANDIS & MALLINGER, P.L.

MARTIN R. MALLINGER

/s/g
Encl.
(business/virtuals/secretarystate 2010.05.11)

FILED
10 MAY 12 PM 4:55
TALLAHASSEE, FLORIDA
SECRETARY OF STATE



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 5, 2010

LANDIS & MALLINGER, P.L.
980 NORTH FEDERAL HWY
BOCA RATON, FL 33432

SUBJECT: VIRTUALS INC.
Ref. Number: W10000021826

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10 MAY 12 PM 4:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for VIRTUALS INC. and your check(s) totaling \$112.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We are enclosing the proper form(s) with instructions for your convenience.

The fees to file the Certificate of Conversion and Articles of Incorporation total \$105.00 (\$35 filing fee for the Certificate of Conversion, \$35 filing fee for Articles of Incorporation, and \$35 for the Registered Agent Designation). Enclose an additional \$8.75 for each certified copy or certificate of status requested.

There is a balance due of \$10.00.

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) 245-6984.

Deborah Bruce
Regulatory Specialist II

Letter Number: 910A00011209

Landis & Mallinger, P.L.

Attorneys at Law

COMPSON FINANCIAL CENTER, SUITE 302
980 NORTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33432
www.landisandmallinger.com

DANIEL M. LANDIS
dan@landisandmallinger.com

MARTIN R. MALLINGER
martin@landisandmallinger.com
April 30, 2010

TELEPHONE
(561) 391-5506
(561) 394-7181
FACSIMILE
(561) 391-5676
(561) 394-7976

VIA FEDEX

Division of Corporations
Florida Department of State
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: VIRTUALS, INC. - CONVERSION FROM LLC TO FOR PROFIT CORPORATION
Our File No.: B-100263

Dear Sir or Madam:

Enclosed please find the following in connection with the above-referenced matter:

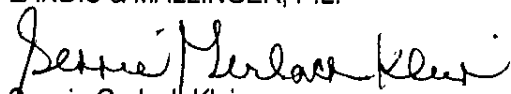
1. Original and duplicate copy of executed Certification of Virtuals, LLC, a Florida limited liability company.
2. Original and duplicate copy of executed Articles of Conversion of Virtuals, LLC to Virtuals, Inc.
3. Landis & Mallinger, P.L. operating account check no. 5266 payable to "Florida Department of State" in the amount of \$112.50 representing the \$78.75 filing fee for a for-profit corporation, plus a certified copy, \$25.00 for the conversion fee and \$8.75 for a Certificate of Status.
4. Stamped, return addressed envelope.

Please process the enclosed at your earliest convenience and forward a stamped copy of each document, together with the certified copy of the filed Articles and the Certificate of Status, to the undersigned in the return envelope provided.

Thank you for your anticipated attention to the foregoing. Please contact our office should you have any questions or require anything further, and feel free to call our office collect if needed.

Very truly yours,

LANDIS & MALLINGER, P.L.


Sennie Gerlach Klein,
Assistant to Martin R. Mallinger

/s/jg
Encl.
(business/virtuals/secretarystate)

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10 MAY 12 PM 4:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: VIRTUALS, 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:

Martin R. Mallinger, Esq.
Contact Person

Landis & Mallinger, P.L.
Firm/Company

980 N. Federal Highway, Suite 302
Address

Boca Raton, Florida 33432
City, State and Zip Code

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

For further information concerning this matter, please call:

Martin R. Mallinger at (561) 391-5506
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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10 MAY 12 PM 4:56
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:

VIRTUALS, LLC

40000033150

Enter Name of Other Business Entity

limited liability company organized

2. The "Other Business Entity" is a under the laws of the State of Florida.
(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 the State of Florida
(Enter state, or if a non-U.S. entity, the name of the country)

on March 25, 2010

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:

Same

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation:**

VIRTUALS, INC.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: FILING 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.)

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10 MAY 12 PM 4:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signed this 11 day of May, 20 10.

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: JEFF BEREZ Title: PRESIDENT

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

Signature: _____
Printed Name: Martin R. Mallinger Title: Authorized Representative

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)

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10 MAY 12 PM 4:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

VIRTUALS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be VIRTUALS, INC. The principal place of business of the corporation shall be 15953 Brier Creek Drive, Delray Beach, Florida 33446.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be Compson Financial Center, Suite 302, 980 North Federal Highway, Boca Raton, FL 33432-2704, and the name of the initial registered agent of the corporation at that address is MARTIN R. MALLINGER.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

This corporation shall have initially two (2) directors. The names and street addresses of the initial members of the Board of Directors are: JEFF BEREZ, 15953 Brier Creek Drive, Delray Beach, Florida 33496 and SETH CASTON, 10251 Via Hibiscus, Boca Raton, Florida 33428.

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed, are: JEFF BEREZ, President and Treasurer, 15953 Brier Creek Drive, Delray Beach, Florida 33496 and SETH CASTON, Vice President and Secretary, 10251 Via Hibiscus, Boca Raton, Florida 33428.

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MAY 12 PM 4:56
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is MARTIN R. MALLINGER, of Landis & Mallinger, P.L., Compson Financial Center, Suite 302, 980 North Federal Highway, Boca Raton, FL 33432-2704.

ARTICLE IX. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof at the price at which it is offered to others.

11 IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this day of May, 2010.



MARTIN R. MALLINGER

(SEAL)


STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements and administer oaths, personally appeared MARTIN R. MALLINGER, to me personally known and to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes expressed therein.

WITNESS my hand and official seal in the State and County last aforesaid this 11th day of May, 2010.



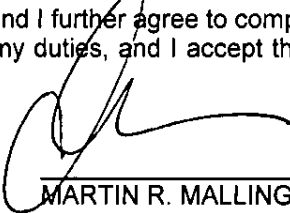
MY COMMISSION EXPIRES:


NAME: Bennie Gerlach Klein
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

FILED
MAY 12 PM 4:56
CLERK OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

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, and I accept the duties and obligations of Section 607.325, Florida Statutes.



MARTIN R. MALLINGER
REGISTERED AGENT

DATE: MAY 11, 2010