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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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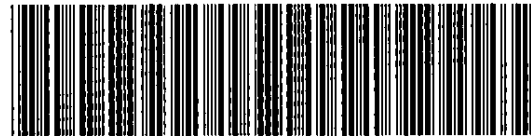
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

S. HAWKES

AUG 13 2010

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SPRING PLAZA 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:

Olga Martinez

Contact Person

Palmer, Palmer & Mangiero

Firm/Company

12790 S. Dixie Highway

Address

Miami, FL 33156

City, State and Zip Code

erlopes@odebrecht.com

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

For further information concerning this matter, please call:

Ernesto Lopes

Name of Contact Person

at (305)

Area Code and Daytime Telephone Number

308-4848

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

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:

SPRING PLAZA, LLC

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, 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 February 22, 2007
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:**

SPRING PLAZA 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.)

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CLERK OF STATE
TALLAHASSEE, FLORIDA

Signed this 11th day of August, 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: Ernesto Lopes Title: President

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

Signature: _____
Printed Name: Ernesto Lopes-President Title: Ergil of America Inc.-MGM

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
In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be:

SPRING PLAZA INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is:

9305 SW 128 Street, Miami, FL 33176

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

Any and all lawful business

ARTICLE IV SHARES

The number of shares of stock is:

100

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

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

Ernesto Lopes, President and Secretary

ARTICLE VI REGISTERED AGENT

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

Ernesto Lopes
9305 SW 128 Street
Miami, FL 33176

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Ergil of America, Inc.
9305 SW 128 Street
Miami, FL 33176

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

Signature/Registered Agent

Signature/Incorporator

8/11/10

Date

8/11/10

Date

FILED
10 AUG 12 PM 4: 22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA