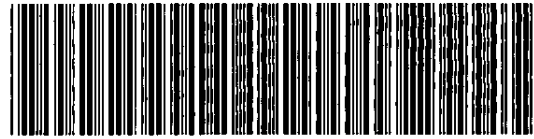


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(Requestor's Name)

(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

G. MCLEOD

OCT 11 2010

EXAMINER

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10 OCT - 7 PM 2:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: MANHATTAN FINANCE COMPANY  
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:

Alina Chamberlain  
Contact Person

MANHATTAN FINANCE COMPANY  
Firm/Company

6391 49th St N.  
Address

Piñellas Park, FL 33781  
City, State and Zip Code

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

For further information concerning this matter, please call:

Alina Chamberlain at (727) 492-5574  
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

**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:

MANHATTAN FINANCE COMPANY, LLC DOC# L10000103553  
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 10/04/2010  
Enter date "Other Business Entity" was first organized, formed or incorporated

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
10 OCT - 7 PM 2:41  
FILED

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:

NONE

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

MANHATTAN FINANCE COMPANY  
Enter Name of Florida Profit Corporation

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

6. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and the requirements of s.607.1115, F.S., in effecting the conversion.

7. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

Signed this 06 day of October, 2010.

**Required Signature for Florida Profit Corporation:**

Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

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

Printed Name: Alina Chamberlain Title: President

**Required Signature(s) on behalf of Other Business Entity:** Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S. [See below for required signature(s).]

Signature: [Signature]  
Printed Name: Alina Chamberlain Title: MGRM

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: MANHATTAN FINANCE COMPANY

**ARTICLE II PRINCIPAL OFFICE**

Principal street address  
6391 49th St. N  
PINELHAS PARK, FL 33781

Mailing address, if different is:  
SAME

**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: 1000

**ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS**

Name and Title: <u>ALINA CHAMBERLAIN</u>	Name and Title: _____
Address: <u>10265 GANDY Blvd</u>	Address: _____
<u>#903</u>	_____
<u>St. Petersburg, FL 33702</u>	_____
Name and Title: _____	Name and Title: _____
Address: _____	Address: _____
_____	_____
Name and Title: _____	Name and Title: _____
Address: _____	Address: _____
_____	_____

**ARTICLE VI REGISTERED AGENT**

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

Name: ALINA CHAMBERLAIN  
Address: 10265 GANDY Blvd #903  
St. Petersburg, FL 33702

**ARTICLE VII INCORPORATOR**

The name and address of the Incorporator is:

Name: ALINA Chamberlain  
Address: 10265 GANDY Blvd #903  
St. Petersburg, FL 33702

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]

Required Signature/Registered Agent

10/06/2010

Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

[Signature]

Required Signature/Incorporator

10/06/2010

Date