

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: JONKER INTERNATIONAL (USA), 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:

Mary Lou Rodon
Contact Person

Mary Lou Rodon P.A.
Firm/Company

2222 Ponce de Leon Blvd., PH
Address

Coral Gables, FL 33134
City, State and Zip Code

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

For further information concerning this matter, please call:

Lucia M. Perez at (305) 445-8881
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

FILED
 10 DEC 10 PM 3:44
 OFFICE OF THE
 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:

JONKER INTERNATIONAL (USA), LLC

Enter Name of Other Business Entity

2. The "Other Business Entity" is a Limited liability company **L10-50665**
(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 06/28/82
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:

Florida

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

JONKER INTERNATIONAL (USA), INC.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date. 12/10/2011
(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.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
10 DEC 10 PM '11
FILED

Signed this 24 day of November, 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: Joseph A. Vidal Title: Vice 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: Joseph A. Vidal Title: Managing Member

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 DEC 10 PM 3:44
 CLERK OF STATE
 TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

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

ARTICLE I NAME JONKER INTERNATIONAL (USA), INC.

The name of the corporation shall be:

ARTICLE II PRINCIPAL OFFICE

Principal street address
7600 Red Road
Suite 102
South Miami, FL 33143 USA

Mailing address, if different is:
Same

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

ARTICLE IV SHARES

The number of shares of stock is:

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: <u>Josefina Vidal-p/d</u>	Name and Title: _____
Address: <u>16 W Sunrise Avenue</u>	Address: _____
<u>Coral Gables, FL 33133</u>	_____
_____	_____
Name and Title: <u>Joseph A. Vidal- V/D</u>	Name and Title: _____
Address: <u>16 W Sunrise Avenue</u>	Address: _____
<u>Coral Gables, FL 33133</u>	_____
_____	_____
Name and Title: <u>Vanessa R. Vidal- S/D</u>	Name and Title: _____
Address: <u>16W Sunrise Avenue</u>	Address: _____
<u>Coral Gables, FL 33133</u>	_____
_____	_____

ARTICLE VI REGISTERED AGENT

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

Name: Mary Lou Rodon
Address: 2222 Ponce de Leon Blvd. PH
Coral Gables, FL 33134

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Name: Joseph A. Vidal
Address: 16 W Sunrise Avenue
Coral Gables, FL 33133

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TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE

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

Mary Lou Rodon
Required Signature/Registered Agent
Mary Lou Rodon

November 24, 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.

Joseph A. Vidal
Required Signature/Incorporator
Joseph A. Vidal

November 24, 2010
Date