

P10000102602

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

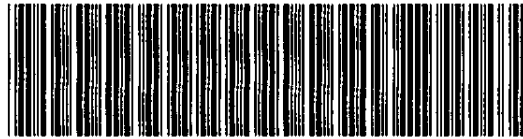
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EXAMINER



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10 DEC 20 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Worldwide Produce & Groceries 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:

Marcus G. Bodet
Contact Person

Law Office of Marcus G. Bodet, P.A.
Firm/Company

1825 Main Street
Address

Weston, FL 33326
City, State and Zip Code

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

For further information concerning this matter, please call:

Marcus G. Bodet at (786) 327-2062
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:

Worldwide Produce & Groceries 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 August 21, 2009
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**:

Worldwide Produce & Groceries Inc.

Enter Name of Florida Profit Corporation

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

FILED
10 DEC 20 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signed this 13th day of December, 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: Erick Jarquin Title: Director, 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: Erick Jarquin 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)

**ARTICLES OF INCORPORATION
OF
WORLDWIDE PRODUCE & GROCERIES INC.**

**ARTICLE I
Name**

The name of the Corporation shall be: **Worldwide Produce & Groceries Inc.** (the "Company").

**ARTICLE II
Address**

The mailing address and street address of the principal office of the Company is 3349 NW 97th Avenue, Doral, Florida 33172.

**ARTICLE III
Purpose**

The purpose for which the Corporation is organized is: **any lawful purpose**

**ARTICLE IV
Shares**

The number of shares of stock is: 100 shares of common stock

**ARTICLE V
Officers and Directors**

The initial director of the Corporation is:

Erick Jarquin
c/o Worldwide Produce & Groceries Inc.
3349 NW 97th Avenue
Doral, Florida 33172

The initial officer of the Corporation is:

Erick Jarquin
c/o Worldwide Produce & Groceries Inc.
3349 NW 97th Avenue
Doral, Florida 33172
PRESIDENT, SECRETARY AND TREASURER

Registered Agent

The name of the Company's registered agent in the State of Florida is Erick Jarquin, and the address is 3349 NW 97th Avenue, Doral, Florida 33172.

**ARTICLE IV
Incorporator**

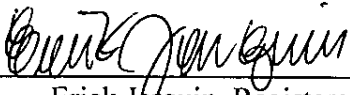
The name and address of the incorporator is:

Erick Jarquin
c/o Worldwide Produce & Groceries Inc.
3349 NW 97th Avenue
Doral, Florida 33172

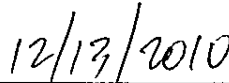
**ARTICLE V
Duration**

The period of duration for the Company shall be perpetual.

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.

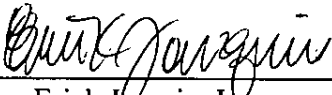


Erick Jarquin, Registered Agent

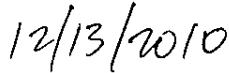


Date

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.



Erick Jarquin, Incorporator



Date

December 13, 2010

Via US Priority Mail (w/ Delivery Confirmation)

Department of State
Division of Corporations
Corporate Filings
PO Box 6327
Tallahassee, FL 32314

Re: *WORLDWIDE PRODUCE & GROCERIES INC. (the "Company")*

To Whom It May Concern:

This letter serves as the Company's request to have the Articles of Incorporation accepted with the name "WORLDWIDE PRODUCE & GROCERIES INC.". Although, there previously existed a Florida corporation by the name of "WORLDWIDE PRODUCE & GROCERIES INC" (P06000108140), and there also exists a limited liability company of the name "WORLDWIDE PRODUCE & GROCERIES LLC" (L09000080816), the new corporation is the same company as the LLC and the previous corporation as we have filed a Certificate of Conversion for the LLC. The LLC itself was the result of an earlier conversion from a corporation. At this time we are just converting back to a corporation. I am the President and Sole Director of the corporation and I hereby attest that the Company filed a Certificate of Conversion to convert from a Florida Limited Liability Company to a Corporation. We are converting back to a corporation for business purposes and do not wish to change the name of the company or how we are presented as a company, except to the extent that the suffix of the Company shall be "INC.", instead of "LLC". Accordingly, we are requesting that the state allow filing of the Articles of Incorporation under the name "WORLDWIDE PRODUCE & GROCERIES LLC".

Thank you for your consideration. Should you have any questions, please feel free to call our attorney, Marcus G. Bodet, Esq., at 786-327-2062.

Very truly yours,



Erick Jarquin, President
WORLDWIDE PRODUCE & GROCERIES

**JOINT WRITTEN CONSENT OF
SOLE MANAGER AND MEMBER
OF
WORLDWIDE PRODUCE & GROCERIES INC.**

THE UNDERSIGNED, being the sole Manager and Member WORLDWIDE PRODUCE AND GROCERIES LLC, a Florida limited liability company (the "Company"), pursuant to Florida Statute and the Company's Operating Agreement, do hereby adopt the resolutions set forth below and when the sole Manager and Member has executed this consent (the "Consent"), the resolutions set forth below shall be deemed to have been adopted to the same extent and have the same force and effect as those adopted a normal meeting of the Company's Managers and Members, duly called for the purpose of acting upon proposals to adopt such resolutions:

Approval of Conversion to a Florida Corporation

WHEREAS, the sole Member and manager of the finds it in the best interest of the Company to convert the Company from a Florida Limited Liability Company to a Florida corporation pursuant to Section 607.1115 of the Florida Statutes, such that the Company will no longer operate as a Limited Liability Company, but instead as a Florida Corporation under Chapter 607 of the Florida Statutes; and

WHEREAS, the sole Member and Manager desires to authorize, confirm and approve such conversion the Company to a Corporation such that the Company will no longer operate as a Florida Limited Liability Company; and

WHEREAS, the sole Member and Manager recommends that there be 100 shares in the Corporation and that each outstanding share of the Company's membership units immediately convert in and equal number of shares in the new Corporation; and


WHEREAS, the sole Manager and Member wishes to authorize, confirm and approve such such conversion of the Company's membership units into and equal number of shares in the Corporation.

NOW, THEREFORE, BE IT RESOLVED, that conversion of the Company into a Florida Corporation is hereby authorized, confirmed and approved and Articles of Incorporation substantially in the form attached hereto as Exhibit A, is hereby authorized, confirmed and approved; and

FURTHER RESOLVED, that the Manager and appropriate officers of the Company are hereby authorized, empowered and directed to take all actions necessary and proper, and execute and file with the appropriate governmental agencies all documents necessary and proper, to effectuate the purposes of the foregoing resolutions.


IN WITNESS WHEREOF, the undersigned, constituting the sole Member and Manager of the Company, has executed this Written Consent on the 13th day of December, 2010.

MEMBER:



ERICK JARQUIN

MANAGER:



ERICK JARQUIN