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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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MAIL

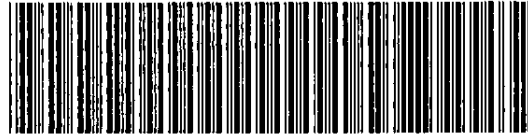
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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01/26/11--01017--024 **105.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 JAN 26 PM 3:25

N. Culligan FEB 16 2011

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Quality Plus Carpet and Upholstery Care 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:

Vicki Middlekauff
Contact Person

Vicki Middlekauff CMA, PA
Firm/Company

767 Blanding Blvd., Ste. 110A
Address

Orange Park, FL 32065
City, State and Zip Code

brian.qualityplus@comcast.net
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Vicki Middlekauff at (904) 644-7775
Name of Contact Person Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

<input checked="" type="checkbox"/> \$105.00 Filing Fees	<input type="checkbox"/> \$113.75 Filing Fees and Certificate of Status	<input type="checkbox"/> \$113.75 Filing Fees and Certified Copy	<input type="checkbox"/> \$122.50 Filing Fees, Certified Copy, and Certificate of Status
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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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 9, 2011

VICKI MIDDLEKAUFF CMA, PA
767 BLANDING BLVD., STE. 110A
ORANGE PARK, FL 32065

SUBJECT: QUALITY PLUS CARPET AND UPHOLSTERY CARE, INC
Ref. Number: W11000005133

We have received your document for QUALITY PLUS CARPET AND UPHOLSTERY CARE, INC and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The person designated as registered agent in the document and the person signing as registered agent must be the same.

Your reinstatement was filed under the current name on file with our office. If you wish to amend your name, please contact the amendment section at (850) 487-6050.

Certificate of Conversion

For

"Other Business Entity"

Into

Florida Profit Corporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

11 JAN 26 PM 3:25

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:

Quality Plus Carpet and Upholstery Care, LLC

LOG-75861

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 7, 2008

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:**

Quality Plus Carpet and Upholstery Care Inc.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: February 15, 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.

Signed this 14 day of January, 2011.

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: Brian S. Smith

Printed Name: Brian S. Smith 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: Brian S. Smith

Printed Name: Brian S. Smith Title: General Partner

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: **Quality Plus Carpet and Upholstery Care Inc.**

ARTICLE II PRINCIPAL OFFICE

Principal street address
3961 Distant Moon Court Jacksonville, FL 32210

Mailing address, if different is:

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: **1,000**

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: Brian Smith, President

Address: 3961 Distant Moon Court
Jacksonville, FL 32210

Name and Title: _____

Address: _____

Name and Title: _____

Address: _____

Name and Title: _____

Address: _____

Name and Title: _____

Address: _____

Name and Title: _____

Address: _____

Vicki Middlekauff CMA, PA

ARTICLE VI REGISTERED AGENT

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

Name: Vicki Middlekauff CMA, PA
Address: 767 Blanding Blvd., Ste. 110A
Orange Park, FL 32065

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Name: Brian Smith
Address: 3961 Distant Moon Court
Jacksonville, FL 32210

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

Vicki Middlekauff
Required Signature/Registered Agent

1/14/11
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.

Brian Smith
Required Signature/Incorporator

1/14/11
Date

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11 JAN 26 PM 3:25
SECRETARY OF STATE
DIVISION OF CORPORATIONS