

P11000020738

(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



900194178329

02/15/11--01028--010 **105.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 MAR -2 AM 8:55

N. Culligan MAR 3 - 2011

Gagel Law Firm

150 Alhambra Circle, Suite 1270, Coral Gables, FL 33134

Tel: (305) 444-7775 Fax: (305) 444-1162

E-mail: jgagel@jgagel.com

Registration Section Registration Section

Division of Corporations

Clifton Building P. O. Box 6327

2661 Executive Center Circle

Tallahassee, FL 32301

Re: Conversion of Atomic USA, LLC to Atomic USA, Inc.

Document No.: L11000016773

Dear Sir or Madam:

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 the undersigned.

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

For further information concerning this matter, please call me at your convenience.

Enclosed is a check for the following amount:

✓ \$105.00 Filing Fees

Sincerely,


James P. Gagel, Esq.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 16, 2011

JAMES P. GAGEL, ESQ.
GAGEL LAW FIRM
150 ALHAMBRA CIRCLE, SUITE 1270
CORAL GABLES, FL 33134

SUBJECT: ATOMIC USA, INC.
Ref. Number: W11000009337

We have received your document for ATOMIC USA, 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):

Sections 607.1113, 608.4403, 620.2104, and 620.8914, F.S., require the certificate of conversion to be signed by the converting entity as required by applicable law. If the converting entity is a corporation, the certificate of conversion must be signed by a chairman, vice chairman, officer, director, or an incorporator. If the converting entity is a limited liability company, the certificate of conversion must be signed by a member or an authorized representative of a member. If the converting entity is a general partnership or limited liability partnership, the certificate of conversion must be signed by a general partner. If the converting entity is a limited partnership or limited liability limited partnership, the certificate of conversion must be signed by all of the general partners. If the converting entity is another type of business entity, an authorized person must sign the certificate of conversion.

I am enclosing our Conversion form for you convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Neysa Culligan
Regulatory Specialist II

Letter Number: 511A00003991

CERTIFICATE OF CONVERSION

FOR

ATOMIC USA, LLC

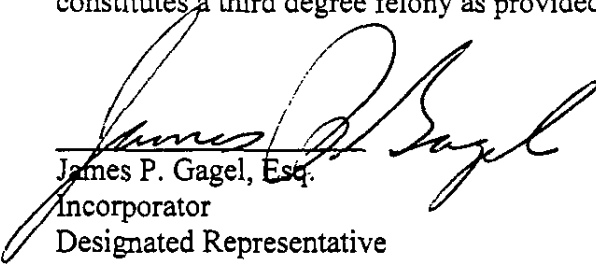
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 MAR -2 AM 8:55

1. The Limited Liability Company. The name of the limited liability company immediately prior to filing this Certificate of Conversion is: **Atomic USA, LLC** (the "Company") The Company is a limited liability company that is duly organized, validly existing, and in good standing under the Limited Liability Company Act of the State of Florida. The Company is operating under Articles of Organization filed with the Florida Department of State on February 9, 2011 and the Florida Department of State's document number for the Company is **L11000016773**
2. The Conversion. The members of Company desire to convert Company to a Florida Profit Corporation (the "Conversion") pursuant to this Plan of Conversion (the "Plan") as authorized under F.S. 607.1115 (the "Act"). The converted limited liability company (the "Converted Entity") will be organized under the laws of the State of Florida, and complies with the requirements of F.S. 607.1115 in effecting the conversion.
3. Name, Address and Registered Agent of Converted Entity. The Converted Entity will operate under the name of **Atomic USA, Inc.**. The mailing and principal address of the corporate office of Atomic USA, Inc. will be 2005 Keystone Blvd., North Miami, FL 33181. The registered agent for service of process on Atomic USA, Inc. will be James P. Gagel, Esq., 150 Alhambra Circle, Suite 1270, Coral Gables, FL 33134.
4. Continuation of Business and Governing Documents. From and after the Effective Date (as defined below), the business of the Company will continue to be carried on by Atomic USA, Inc., and all the rights and property of the Company will be vested in the Converted Entity and all debts, liabilities, and obligations of the Company shall continue as debts, liabilities, and obligations of the Converted Entity.
5. Tax Consequences of Conversion. It is the desire and intent of the members of the Company that the Conversion will be tax free to the members under § 721 of the Internal Revenue Code of 1986, as amended (the "IRC"), will not be considered a taxable sale or exchange under IRC § 708, and will not result in a termination of the Company for income tax purposes. All provisions of this Plan shall be interpreted in a manner consistent with this intent.
6. Further Actions and Effective Date of Conversion. Company and Converted Entity shall take all such further actions as may be required to complete the Conversion, including the filing this Conversion Certificate with the Florida Department of State as required under the Act and the execution of all other necessary, including all required filings and notices with state and local authorities) and transfer the legal rights of the Company to the Converted Entity. The Conversion shall be effective on the date that the Conversion Certificate is accepted for filing by the Florida Department of State (the "Effective Date").

Executed on this 10th day of February, 2011

Affirmation on Behalf of Florida Profit Corporation

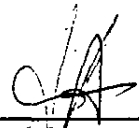
I affirm that the facts stated in this document are true. I am aware that any false information constitutes a third degree felony as provided by F.S. 817.155



James P. Gagel, Esq.
Incorporator
Designated Representative
Atomic USA, Inc.

Affirmation on Behalf of Atomic USA, LLC

I affirm that the facts stated in this document are true. I am aware that any false information constitutes a third degree felony as provided by F.S. 817.155



Nicolai Ageyev
Managing Member
Atomic USA, LLC

ARTICLES OF INCORPORATION

OF

ATOMIC USA, INC.

ARTICLE I

Name and Duration

The name of the company is **Atomic USA, Inc.** The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Florida Department of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 2005 Keystone Blvd., North Miami, FL 33181.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 150 Alhambra Circle, Suite 1270, Coral Gables, FL 33134.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 1,000 shares of Common Stock ("Common Stock"), \$0.01 par value per share.

ARTICLE VI

Board of Directors and Officers

The initial officers and directors of the corporation are:

President, Director: Nikolai Ageyev, 2005 Keystone Blvd., North Miami, FL 33181

Vice President, Director, Secretary: Alexey Gorskiy, 2005 Keystone Blvd., North Miami, FL 33181

If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

ARTICLE VII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE VIII

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE IX

Indemnification

The Corporation shall indemnify any incorporator, officer, director, designated representative, or any former incorporator, officer, director, or authorized person to the full extent permitted by law.

Article X

Incorporator and Designated Representative

The name and street address of the Incorporator and Designated Representative of the Corporation is: James P. Gagel, 150 Alhambra Circle Suite 1270, Coral Gables, FL 33134.

IN WITNESS WHEREOF, the undersigned, for the purpose of filing these Articles of Incorporation and to implement the conversion of Atomic USA, LLC from a limited liability company to a Florida For Profit Corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

Dated at Miami-Dade County, Florida, on this 10th day of February, 2011.

By: _____

James P. Gagel, Esq.
Incorporator

FILED
11 MAR -2 AM 8:55

SECRETARY OF STATE
DIVISION OF CORPORATIONS

Certificate of Acceptance by Registered Agent and Designated Representative

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act and Florida law, the undersigned submits the following statement in accepting the designation as Registered Agent and registered office, as well as Designated Representative, of Atomic USA, Inc., a Florida corporation (the "Corporation"), in the Corporation's Articles of Incorporation:

Having been named as Registered Agent and Designated Representative, and to accept service of process for the Corporation at the registered office designated in the Corporation's Articles of Incorporation, the undersigned accepts the appointment as Registered Agent and agrees to act in this capacity, as well as in the capacity of Designated Representative. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and the undersigned is familiar with and accepts the obligations of its position as Registered Agent and Designated Representative, respectively.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 10th day of February, 2011.

James P. Gagel
Registered Agent
Designated Representative