

P11000028508

LEONARDO D. LAINEZ

4752 SW 143rd AVENUE

MIAMI, FL 33175

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

L1-125016

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

will-6966

A. LUNT

MAR 23 2010

EXAMINER

Office Use Only



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01/31/11--01024--030 **35.00

02/01/11--01020--007 **78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 4, 2011

LEONARDO D. LAINEZ
4752 SW 143RD AVE.
MIAMI, FL 33175

SUBJECT: VALUEPRO BRANDS CORPORATION
Ref. Number: W11000006966

We have received your document for VALUEPRO BRANDS CORPORATION and your check(s) totaling \$113.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please list the corporate name in article I.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

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) 245-6094.

Agnes Lunt
Regulatory Specialist II

Letter Number: 011A00003024



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 23, 2011

LEONARDO D. LAINEZ
4752 SW 143RD AVE.
MIAMI, FL 33175

SUBJECT: VALUEPRO BRANDS CORPORATION
Ref. Number: W11000006966

We have received your document for VALUEPRO BRANDS CORPORATION and your check(s) totaling \$113.75. 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.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

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) 245-6094.

Agnes Lunt
Regulatory Specialist II

Letter Number: 411A00004511

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:

VALUEPRO BRANDS LLC, DELAWARE

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 DECEMBER 06, 2010

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:

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

VALUEPRO BRANDS CORPORATION

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: JANUARY 28, 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.

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Signed this 28th day of JANUARY, 20 11.

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: E Jiron

Printed Name: EDILBERTO JIRON 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: E Jiron
Printed Name: EDILBERTO JIRON Title: PRESIDENT

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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: **VALUEPRO BRANDS CORPORATION**

ARTICLE II PRINCIPAL OFFICE

Principal street address

3402 EAST 10th AVENUE
HIALEAH, FL 33013

Mailing address, if different is:

3402 EAST 10th AVENUE
HIALEAH, FL 33013

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:
TO ENGAGE IN THE WHOLESALE DISTRIBUTOR, IMPORT & EXPORT BUSINESS, INCLUDING BUT NOT
LIMITED TO GENERAL MERCHANDISE, HOUSEWARES, HEALTH AND BEAUTY AIDS, ETHNIC PRODUCTS,
BEAUTY SUPPLY, COSMETICS, PERFUMES, BROOMS & MOPS, FOOD, ETC.

ARTICLE IV SHARES

The number of shares of stock is: **1,000 SHARES**

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: EDILBERTO JIRON / PRESIDENT
Address: 3402 EAST 10th AVENUE
HIALEAH, FL 33013

Name and Title: _____
Address: _____

Name and Title: _____
Address: _____

Name and Title: _____
Address: _____

Name and Title: _____
Address: _____

Name and Title: _____
Address: _____

ARTICLE VI REGISTERED AGENT

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

Name: EDILBERTO JIRON
Address: 3402 EAST 10th AVENUE
HIALEAH, FL 33013

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Name: EDILBERTO JIRON
Address: 3402 EAST 10th AVENUE
HIALEAH, FL 33013

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

E Jiron

Required Signature/Registered Agent

01/28/2011

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.

E Jiron

Required Signature/Incorporator

03/02/2011

Date