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(Business Entity Name)

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JUN 30 2011

EXAMINER

CARLTON FIELDS

ATTORNEYS AT LAW

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June 28, 2011

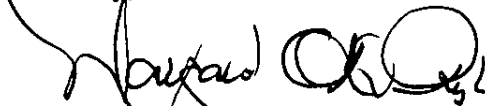
Florida Secretary of State
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Conversion of Daly Alpha Inc. (NV) into Daly Alpha Inc. (FL)

Ladies and Gentlemen:

Attached hereto are the original executed Certificate of Conversion and Articles of Incorporation to convert Daly Alpha Inc., a Nevada corporation, into Daly Alpha Inc., a Florida corporation. Also enclosed is this firm's check in the amount of \$122.50 made payable to the Florida Department of State, to cover the required filing fee. Please return to me the Certificate of Good Standing and Certified copy of the conversion filing in the enclosed self-addressed, stamped envelope. If you have any questions please call or e-mail me at (305) 539-7240, MRyder@CarltonFields.com. Thank you.

Sincerely,


Margaret O'D Ryder
Paralegal

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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:

DALY ALPHA, INC.

Enter Name of Other Business Entity

2. The "Other Business Entity" is a CORPORATION

(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 NEVADA

(Enter state, or if a non-U.S. entity, the name of the country)

on APRIL 5, 2000

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:**

DALY ALPHA, INC.

Enter Name of Florida Profit Corporation

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

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Signed this 21ST day of JUNE, 2011.

Required Signature for Florida Profit Corporation:

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: _____

Printed Name: ALEXANDER D. DALY Title: President and Sole Director

Required Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: _____
Printed Name: ALEXANDER D. DALY Title: President and Sole Director and
on behalf of the Converting
Company

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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**ARTICLES OF INCORPORATION
OF
DALY ALPHA, INC.**

ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is Daly Alpha, Inc. Its principal office address and business mailing address is 1643 Brickell Avenue, Suite 3502, Miami, Florida 33129.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock, having a par value of \$.01 per share.

ARTICLE V - BOARD OF DIRECTORS

The Corporation shall be governed by a Board of Directors. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than seven. The name and address of the director constituting the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
Alexander D. Daly	1643 Brickell Avenue Suite 3502 Miami, Florida 33129

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**ARTICLE VI- INITIAL
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation shall be 201 Alhambra Circle, suite S-901, Coral Gables, Florida 33134, and the initial registered agent of this corporation at such office shall be Leonardo D. Gravier, who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VII- INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

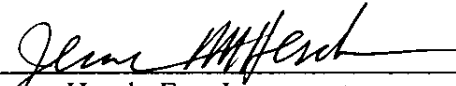
Name

Jerome Hesch, Esq.

Address

100 SE Second Street
Suite 4200
Miami, Florida 33131

Dated: June 21, 2011


Jerome Hesch, Esq. Incorporator


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ALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in that capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated this 21st day of June, 2011.

Registered Agent:



Leonardo D. Gravier

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