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(Business Entity Name)

(Document Number)

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JUL 13 2011

EXAMINER



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11 JUL 12 AM 11:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CourtAccess Centers of America, Inc.**  
**3812 W Linebaugh Ave., Suite 102**  
**Tampa, FL 33618**  
**813-875-1333 fax 813-200-1050**

Wednesday, June 22, 2011

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

Dear Division of Corporations:

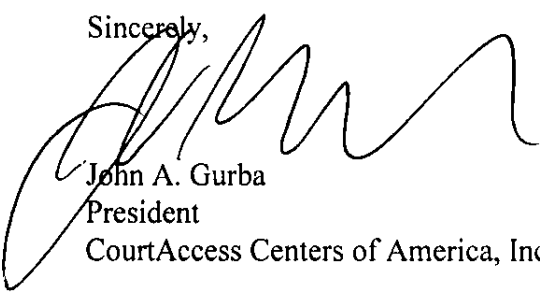
Attached are the articles of Incorporation and Certificate of Conversion for filing Green Cloud Process, Inc. Also enclosed is a check for \$113.75.

Please file and return to the above address as soon as possible. I have enclosed an envelope.

If you have any questions I can be reached at 813-875-1333 or fax 813-200-1050.

Thank you in advance for your assistance.

Sincerely,



John A. Gurba  
President

CourtAccess Centers of America, Inc.

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Green Cloud Process, 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:

John Gurba

Contact Person

CourtAccess Centers of America, Inc.

Firm/Company

3812 W Linebaugh Ave., #102

Address

Tampa, FL 33618

City, State and Zip Code

dsipkovsky@cslmcpa.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

John Gurba

Name of Contact Person

at ( 813 ) 875-1333

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:

Green Cloud, 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 Pennsylvania

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

on 3/24/2010

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:

Pennsylvania

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

Green Cloud Process, 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.)

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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11 JUL 12 AM 11:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Signed this 6th day of July, 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: Grimaldi

Printed Name: Douglas J. Grimaldi Title: Incorporator

**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: Grimaldi  
Printed Name: Douglas J. Grimaldi 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)

**ARTICLES OF INCORPORATION  
OF  
GREEN CLOUD PROCESS, INC.**

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida as follows:

**ARTICLE I  
Name and Address**

The name of this Corporation is:

**Green Cloud Process, Inc.**

The mailing address and street address of the Corporation are:

**5940 Atlantic Blvd.  
Jacksonville, FL 32207**

**ARTICLE II  
Term of Existence**

This Corporation shall have perpetual existence, commencing upon the date of filing of these Articles with the Florida Department of State.

**ARTICLE III  
Purpose**

This Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV  
Powers**

The corporation shall have the power:

- (a) To have perpetual succession by its corporate name;
- (b) To sue and be sued, complain, and defend in its corporate name;

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This form was prepared with the assistance of CourtAccess Centers of America, a non-lawyer located at 3812 W Linebaugh Ave., Suite 102, Tampa, FL 33618, (813)-875-1333.

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- (c) To have a corporate seal, which may be altered at will, and to use it , or a facsimile of it, by impressing, or affixing it or in any other manner reproducing it;
  - (d) To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located;
  - (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property;
  - (f) To lend money to, and use its credit to assist, its officers and employees to the full extent permitted by law;
  - (g) To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation;
  - (h) To purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with, shares or other interests in, or obligations of, any other entity;
  - (i) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;
  - (j) To conduct its business, locate offices and exercise the powers granted by this act within or without this state;
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- (k) To elect directors and appoint officers, employees, and agents of the Corporation and define their duties, fix their compensation, and lend them money and credit;
- (l) To make and amend bylaws, not inconsistent with its Articles of Incorporation or with the laws of this state, for managing the business and regulating the affairs of the Corporation;
- (m) To make donations for the public welfare or for charitable, scientific, or educational purposes;
- (n) To transact any lawful business that will aid governmental policy;
- (o) To pay pensions and establish pension plans, pension trusts, profit sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees and agents and for any or all of the current or former directors, officers, employees and agents of its subsidiaries;
- (p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder; and
- (q) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity;
- (r) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation;

**ARTICLE V**  
**Capital Stock**

This Corporation is authorized to issue One Million (1,000,000) shares of One Dollar (1.00) par value stock, which shall be designated Common Shares.

**ARTICLE VI**  
**Initial Registered Office and Agent**

The street address of the initial registered office of this Corporation is:

**5940 Atlantic Blvd.  
Jacksonville, FL 32207**

and the name of its registered agent at such address is:

**Douglas J. Grimaldi**

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**ARTICLE VII**  
**Initial Board of Directors**

This Corporation shall have Three director(s) initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial director(s) of this Corporation is:

**Name and Address**

**Douglas C. Vanderpool, CEO**  
166 High St.  
Metuchen, NJ 08840

**Bradley A. Schafer, COO**  
10555 N.W. 65th Dr.  
Parkland, FL 33076

**Yong Kyun Kim, CFO**  
4019 Page St.  
Allentown, PA 18104

**ARTICLE VIII**  
**Incorporator**

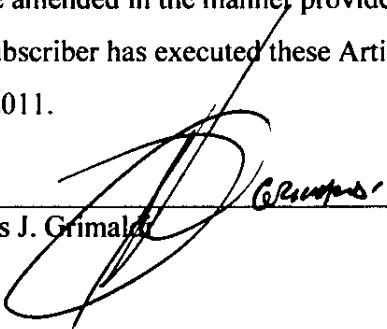
The name and address of the person signing these Articles are:

**Name and Address**

**Douglas J. Grimaldi**  
5940 Atlantic Blvd.  
Jacksonville, FL 32207

**ARTICLE IX**  
**Amendment**

These Articles of Incorporation may be amended in the manner provided by law.  
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this day, Wednesday, July 06, 2011.

  
\_\_\_\_\_  
Douglas J. Grimaldi

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: July 6, 2011

  
\_\_\_\_\_  
Douglas J. Grimaldi

\_\_\_\_\_  
This form was prepared with the assistance  
of CourtAccess Centers of America, a  
non-lawyer located at 3812 W Linebaugh Ave.,  
Suite 102, Tampa, FL 33618, (813)-875-1333.