

P110000086529

(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:

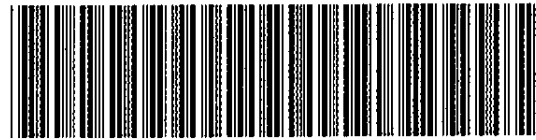
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B. KOHR

OCT - 8 2011

EXAMINER



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09/30/11--01001--006 **105.00

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CORPORATIONS
TALLAHASSEE, FLORIDA

11 SEP 29 PM 3:43

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: THE GSW GROUP LTD.

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:

Melissa

Contact Person

ISL

Firm/Company

Address

Tallahassee, FL 32301

City, State and Zip Code

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

For further information concerning this matter, please call:

Melissa

Name of Contact Person

at () 656-7956

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

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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:

THE GSW GROUP LTD.

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

on August 5, 2003
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:**

THE GSW GROUP 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.)

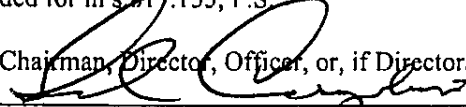
6. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and the requirements of s.607.1115, F.S., in effecting the conversion.

7. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

Signed this 26th day of September, 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: X 

Printed Name: Sal Caragliano 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 signatord(s).]

Signature: X 
Printed Name: Sal Caragliano Title: President

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

**Articles Of Incorporation
Of
THE GSW GROUP INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 SEP 29 PM 3:50

It is Hereby Certified That:

1. The name of the corporation is: **THE GSW GROUP INC.**
2. The purposes for which the corporation is formed are:

To engage in any act or activity for which corporations may be formed under the General Corporations Law, provided that the corporation shall not engage in any act or activity which requires the consent or approval of any State official, department, board, agency or any other body, without first having obtained such consent.

For the accomplishment of the aforesaid purposes, and in furtherance thereof, the corporation shall have and may exercise all of the powers conferred by the General Corporation Law upon corporation formed thereunder, subject to any limitations contained in any statute of the State of Florida.

3. The name and address of the initial registered agent of the corporation is:

Sal Caragliano 2473 NW 66th Drive, Boca Raton, FL 33496

4. The principal place of business of the corporation is:

2473 NW 66th Drive, Boca Raton, FL 33496

5. The mailing address of the corporation is:

28 Bromleigh Road, Stewart Manor, NY 11530

6. The aggregate number of shares which the corporation shall be authorized to issue is **1,000** with **no par value**.

7. The names, address and titles of the Directors/Officers are as follows:

Director/President Sal Caragliano 2473 NW 66th Drive, Boca Raton, FL 33496


Director/Vice President Wendy Caragliano 2473 NW 66th Drive, Boca Raton, FL 33496

8. The name and address of the incorporator is:

Sean Burgess 19 West 34th Street Suite 1018, New York, NY 10001

9. The corporation to exist perpetually.

IN WITNESS WHEREOF, the undersigned incorporator, being over the age of 21, has executed this certificate on the 26th day of September, 2011.

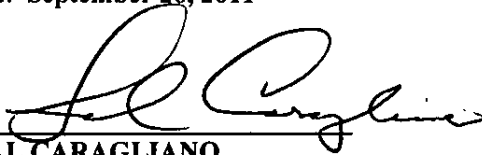

Sean Burgess
Incorporator

Acceptance of Appointment as Registered Agent

I, **Sal Caraglianodo** hereby accept appointment as Registered Agent of **THE GSW GROUP INC.** and am familiar with the provisions of section 607.325 of the Florida General Corporation Act.

Dated: September 26, 2011

X

A handwritten signature in cursive script, appearing to read "Sal Caragliano", written over a horizontal line.

SAL CARAGLIANO
Registered Agent