

P12000033802

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

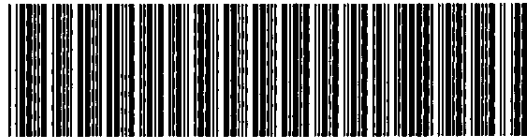
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: AMERICAN BRAND ENTERPRISES CORPORATION

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:

K. MICHAEL SWANN, ESQUIRE

Contact Person

SNYDERBURN, RISHOI & SWANN, LLP

Firm/Company

258 Southhall Lane, Suite 420

Address

Maitland, Florida 32751

City, State and Zip Code

mswann@srsllaw.net

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

For further information concerning this matter, please call:

K. Michael Swann, Esquire at (407) 647-2005

Name of Contact Person

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:

AMERICAN BRAND ENTERPRISES, LLC

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 July 22, 2011
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:

AMERICAN BRAND ENTERPRISES CORPORATION

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: Date of Filing
(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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signed this 4th day of April, 20 12.

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: Edward Sullivan

Printed Name: Edward Sullivan Title: Managing Member

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: Edward Sullivan
Printed Name: Edward Sullivan Title: Director

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: **AMERICAN BRAND ENTERPRISES CORPORATION**

ARTICLE II PRINCIPAL OFFICE

Principal street address

4365 Island Reef Drive

Wellington, Florida 33449

Mailing address, if different is:

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

Any lawful purpose.

ARTICLE IV SHARES

The number of shares of stock is: 10,000,000 Shares of Common Stock, par value \$ 0.001 per Share

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: Edward Sullivan, Director

Address: 4365 Island Reef Drive

Wellington, Florida 33449

Name and Title: _____

Address: _____

Name and Title: Anthony Ippolito, Director

Address: 10731 Lemay Drive

Clermont, Florida 34711

Name and Title: _____

Address: _____

Name and Title: William Bradham, Director

Address: 1107 Four Oaks Avenue

South Pasadena, California 91030

Name and Title: _____

Address: _____

K. Michael Swann

ARTICLE VI REGISTERED AGENT

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

Name: K. Michael Swann

Address: 258 Southhall Lane, Suite 420

Maitland, Florida 32751

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Name: K. Michael Swann

Address: 258 Southhall Lane, Suite 420

Maitland, Florida 32751

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

Required Signature/Registered Agent

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.

Required Signature/Incorporator

Date