P12000100033

800242230858

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP .. ☐ WAIT ☐ MAIL

12/03/12--01035--020 **140.00

(Business Entity Name)

(Document Number)

Certified Copies _______ Certificates of Status _______

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 DEC -3 PM 12:33

Special Instructions to Filing Officer:

Office Use Only

November 30, 2012

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed herewith please find the following:

i. Original signed Certificate of Conversion of NutraFuels, LLC , a Florida Limited Liability Company into NutraFuels, Inc., a Florida Corporation;
ii. Original Articles of Incorporation of NutraFuels, Inc., a Florida Corporation;
iii. Original Certificate of Designation of NutraFuels, Inc.'s Series A Preferred Shares; and
iv. Our check in the amount of $140 representing $ 105 for the filing of the Certificate of Conversion/Articles of Incorporation & $35 for the filing of the aforementioned documents.

Please file the Certificate of Conversion of NutraFuels, LLC into NutraFuels, Inc. then file the Certificate of Designation of NutraFuels, Inc.

Should you have questions please contact our attorney Brenda Hamilton at 561-416-8956. Please direct all correspondence concerning the foregoing to:

Brenda Hamilton
Hamilton & Associates Law Group
101 Plaza Real South, Suite 201 South
Boca Raton Florida 33432

Thank You

Edgar Ward

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: NUTRAFUELS, LLC. - L10000035718

2. The "Other Business Entity" is a limited liability company first organized, formed or incorporated under the laws of Florida on April 1, 2010.

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: Not Applicable.

4. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation is: NutraFuels, Inc.

5. This Certificate of Conversion shall be effective upon filing with the Florida Secretary of State.

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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 DEC -3 PM 12:33

Signed this 30th day of November 2012.

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: ____________________
Printed Name: Edgar Ward
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: Signature: ____________________
Printed Name: Edgar Ward
Title: Managing Member Of Nocturnus Vita, LLC, a Florida limited liability company who is the Managing Member of NUTRAFUELS, LLC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 DEC -3 PM 12: 33

Articles Of Incorporation
Of
NutraFuels, Inc.

The undersigned, as incorporator, forms a corporation within the meaning of the applicable provisions of the Florida Statutes, Chapter 607.

Article I. Name

The name of the corporation shall be NutraFuels, Inc. (the "Corporation").

Article II. Principal Office

The principal street address and the mailing address of the corporation is 5851 Holmberg Road, Unit 2511 Parkland, FL 33067.

Article III. Purpose

The purpose for which the corporation is organized is any and all lawful business for which businesses may be incorporated in the state of Florida.

Article IV. Shares

The Corporation shall be authorized to issue 500,000,000 shares.

The aggregate number of shares of common stock (the "Common Stock") authorized to be issued by the Corporation shall be 499,990,000 shares, with a par value of $0.0001 per share.

The aggregate number of shares of preferred stock (the "Preferred Stock") authorized to be issued by the Corporation shall be 10,000 shares, with a par value of $0.0001 per share. The Board of Directors is expressly vested with the authority to divide any or all of the Preferred Stock into series and to fix and determine the relative rights, terms and preferences of the shares of each series established.

Article V. Initial Officers and Directors

The initial officers and directors of the Corporation shall be:

Name & Address	Position
Edgar Ward 5851 Holmberg Road, Unit 2511 Parkland, FL 33067	President, Chief Executive Officer and Director
Neil Catania 5851 Holmberg Road, Unit 2511 Parkland, FL 33067	Vice-President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 DEC -3 PM 12:33

VI. By-Laws

The power to adopt, alter, amend or repeal by-laws of the Corporation shall be vested in the Board of Directors and the Shareholders, as prescribed by the by-laws of the Corporation.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 DEC -3 PM 12:33

Article VII. Indemnification

To the extent permitted by Florida law, the Corporation shall indemnify any director, officer, employee or agent of the Corporation, whether current or former, together with his or her personal representatives, devisees or heirs.

Article VIII. Effective Date of Articles

These Articles shall be effective upon filing with the Secretary of State for Florida.

Article IX. Control Share Acquisition Statute Inapplicable

Section 607.0902 of the Florida Statutes regarding control share acquisitions is not applicable to this Corporation and shall not have any effect upon the voting rights relating to issued and outstanding shares of capital stock of the Corporation.

Article X. Registered Agent

The name and Florida street address of the registered agent for the Corporation is Edgar Ward whose address is 5851 Holmberg Road, Unit 2511 Parkland, FL 33067.

Article XI. Incorporator

The name and address of the Incorporator of this Corporation is Edgar Ward whose address is 5851 Holmberg Road, Unit 2511 Parkland, FL 33067.

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

Edgar Ward

Date **November 30, 2012**

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

Edgar Ward

Date **November 30, 2012**

CERTIFICATE OF DESIGNATION
OF
SERIES A PREFERRED STOCK
OF
NUTRAFUELS, INC.

NutraFuels, Inc., a Florida corporation (the "Company"), hereby certifies that the following resolution was adopted by the Board of Directors of the Company:

RESOLVED, that pursuant to the authority expressly granted to and vested in the Board of Directors of the Company (the "Board of Directors") by the provisions of the Articles of Incorporation of the Company (the "Articles of Incorporation"), there is hereby created, out of the 10,000 shares of preferred stock, par value $.001 per share, of the Company authorized in Article IV of the Articles of Incorporation (the "Preferred Stock"), a series of preferred stock consisting of 1000 shares, which series shall have the following powers, designations, preferences and relative, participating, optional or other rights, and the following qualifications, limitations and restrictions, (in addition to any powers, designations, preferences and relative, participating, optional or other rights, and any qualification, limitations and restrictions, set forth in the Articles of Incorporation which are applicable to the Preferred Stock):

Section 1. Designation of Amount.

The series of Preferred Stock created hereby shall be designated the "Class A Preferred Stock") and the authorized number of shares constituting such series shall be 1000.

Section 2. Dividends.

The holders of the then outstanding shares of Series A Preferred Stock will not be entitled to receive any dividends that may be granted by the Company.

Section 3. Liquidation Preference.

In the event of a liquidation, dissolution or winding up of the Company, whether voluntary or involuntary (a "Liquidation"), the holders of the Series A Preferred Stock then outstanding shall not be entitled to receive any distribution out of the assets of the Company as a result of their ownership of the Series A Preferred Stock.

Section 4. Voting Rights.

(a) The holders of the Series A Preferred Stock shall have the following voting rights:

(i) To vote together with the holders of the Common Stock as a single class on all matters submitted for a vote of holders of Common Stock;

(ii) Each share of Series A Preferred Stock shall have voting rights equal to 500,000 shares of the Company's Common Stock, providing for the holder of the Series A Preferred Stock to have the voting right of 500,000,000 shares of the Company's Common Stock;

(iii) The holder of the Series A Preferred Stock shall be entitled to received notice of any stockholders' meeting in accordance with the Articles of Incorporation and By-laws of the Company.

For purposes of the voting rights set forth in this Section 4, each one (1) share of Series A Preferred Stock shall entitle the holder thereof to cast 500,000 votes for each whole vote that such holder would be entitled to cast had such share been a share of Common Stock immediately prior to the record date for determining the stockholders of the Company eligible to vote on any such matter.

(b) So long as any shares of Series A Preferred Stock remain outstanding, the Company shall not, without the written consent or affirmative vote of the holders of 100% of the outstanding shares of the Series A Preferred Stock, (i) amend, alter, waive or repeal, whether by merger consolidation, combination, reclassification or otherwise, the Articles of Incorporation, including this Certificate of Designation, or By-laws of the Company or any provisions thereof (including the adoption of a new provision thereof), (ii) create, authorize or issue any class, series or shares of Preferred Stock or any other class of capital stock. The vote of the holders of at least one-hundred percent of the outstanding Series A Stock, voting separately as one class, shall be necessary to adopt any alteration, amendment or repeal of any provisions of this Resolution, in addition to any other vote of stockholders required by law.

Section 5. Conversion Rights.

The Series A Preferred Stock will not be convertible into shares of Common Stock or any other shares of the Company.

Section 6. Holder, Non-Transferable, Redemption.

10,000 shares of the Series A Preferred Stock is hereby granted to Edgar Ward (the "Holder"). The Company shall redeem the Series A Preferred Stock in whole, but not in part, at the option of the Holder, for $1,000.

IN WITNESS WHEREOF, the Company has caused this Certificate of Designation to be signed by Edgar Ward, its President and Chief Executive Officer, this 30th day of November 2012.

NutraFuels, Inc

By:
Name: Edgar Ward
Title: President and Chief Executive Officer