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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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12/27/12

Carlos Romero

Requestor's Name

3195 Ponce de Leon Blvd

Address

Coral Gables, FL 33134

City

State

ZIP

Phone

CORPORATION(S) NAME

Redbridge Group of Florida,
LLC

- | | | |
|--|--|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input checked="" type="checkbox"/> Other Conversion |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | <input type="checkbox"/> After 4:30 | <input type="checkbox"/> Mail Out |

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Empire Toll Free: 1-800-432-3028



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 31, 2012

EMPIRE

SUBJECT: REDBRIDGE GROUP OF FLORIDA, INC.
Ref. Number: W12000063764

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13 JAN - 7 AM 11:05
Correction

We have received your document for REDBRIDGE GROUP OF FLORIDA, INC. and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as incorporator in the document and the person signing as incorporator must be the same.

Bylaws are not filed with this office. Please retain them for your records.

If you have any further questions concerning your document, please call (850) 245-6052.

Tim Burch
Regulatory Specialist II
New Filing Section

Letter Number: 712A00030570

*Please
Effective
January 1, 2013.*

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12 DEC 28 AM 11:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

Redbridge Group of Florida, LLC L09000069746

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 15, 2009

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:**

Redbridge Group of Florida, Inc.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: January 1, 2013
(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.)

Signed this 20 day of December, 2012.

Required Signature for Florida Profit Corporation:

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

Printed Name: Laurie Weil Title: Incorporator

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

Signature: Edmund Santiago
Printed Name: Edmund Santiago Title: Manager

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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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
REDBRIDGE GROUP OF FLORIDA, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is: **REDBRIDGE GROUP OF FLORIDA, INC.**

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any activity of business permitted under the laws of the United States, any State, or any foreign country.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Million (1,000,000) shares of Common Stock with a par value of \$0.01 per share.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the Directors.

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - DIRECTORS

This corporation shall have One (1) Director. The number of directors may be

increased or decreased from time to time in such manner as may be prescribed by the bylaws. Directors need not be stockholders or residents of Florida.

This corporation is empowered to indemnify any officer, director, or shareholder in accordance with the Florida Statutes, as now and hereinafter amended.

ARTICLE VI - INITIAL DIRECTOR

The name and address of each member of the first Board of Directors are:

Edmund Santiago
355 Alhambra Circle
Suite 1150
Coral Gables, FL 33134

ARTICLE VII - SUBSCRIBERS

The name and address of each subscriber of these Articles of Incorporation are:

LAURIE WEIL
355 Alhambra Circle
Suite 1150
Coral Gables, FL 33134

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the stockholders.

ARTICLE IX - CALLING OF SPECIAL MEETINGS

Special meetings of stockholders may be called by a majority of the stockholders.

ARTICLE X - STOCKHOLDER QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the stockholders.

If a quorum is present, the affirmative vote of a majority of the shares

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TALLAHASSEE, FLORIDA

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represented at the meeting and entitled to vote on the subject matter shall be the act of the stockholders.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by the majority of the stock entitled to vote thereon.

ARTICLE XII - AFFILIATED TRANSACTIONS

This corporation elects not to be governed by the section of the Florida Business Corporation Act, as hereafter might be amended, dealing with affiliated transactions.

ARTICLE XIII - INITIAL PRINCIPAL OFFICE OR MAILING ADDRESS

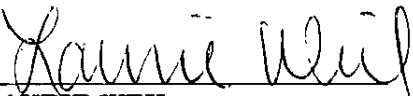
The initial principal office or mailing address is as follows: 355 Alhambra Circle, Suite 1150, Coral Gables, FL 33134.

ARTICLE XIV - EFFECTIVE DATE

The effective date of the Articles of Incorporation shall be January 1, 2013.

The principal place of business may be changed by a majority of the members of the board of directors present at a validly convened meeting.

IN WITNESS WHEREOF, the Subscriber of these Articles of Incorporation has hereunto set his hand and seal this ____ day of December, 2012.


LAURIE WEIL

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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C E R T I F I C A T E
DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

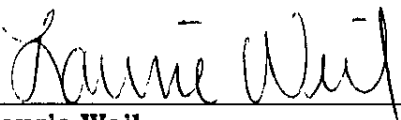
In compliance with Florida Statutes, the following is submitted. First - that REDBRIDGE GROUP OF FLORIDA, INC. desiring to organize under the laws of the State of Florida with its principal office at 355 Alhambra Circle, Suite 1150, Coral Gables, FL 33134, has named Laurie Weil located at 355 Alhambra Circle, Suite 1150, Coral Gables, FL 33134, as its agent to accept service of process within this State.

A C K N O W L E D G M E N T

(MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office. The registered agent is familiar with, and accepts, the obligations provided under the Florida Business Corporation Act.

REGISTERED AGENT:



Laurie Weil
355 Alhambra Circle
Suite 1150
Coral Gables, FL 33134

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