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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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December 21, 2012

Amendment Section
Division of Corporations
Florida Department of State
PO Box 6327
Tallahassee, FL 32314

Re: Alliance Blood Foundation Inc dissolution (nonprofit) and subsequent registration of Alliance Blood Foundation Inc (for profit).

Dear Sir or Madame,

By way of this letter, **Alliance Blood Foundation Inc**, document number **N11000004217**, a Florida Not-for-profit corporation (the "Nonprofit") seeks to dissolve the Nonprofit entity and subsequently register a for-profit corporation under the same exact name, **Alliance Blood Foundation Inc** (the "For-Profit"), with an effective date of the For-Profit corporation of January 1, 2013.

My attorney recently spoke with your department, and was informed that we were unable to do a conversion from a nonprofit corporation to a for-profit corporation, but instead, we would have to dissolve the nonprofit entity and form a new for-profit entity. The agent that we spoke with suggested that I send this letter together with our paperwork to avoid any confusion.

The Nonprofit has yet to commence doing business, has no debts, and was never registered as as nonprofit with the IRS (because it never commenced doing business). As such, being the sole Director of Alliance Blood Foundation, I have determined it is in the best interest of the company to operate as a for-profit corporation.

I have included with this letter Articles of Dissolution to dissolve the Nonprofit as well as Articles of Incorporation to subsequently incorporate the For-Profit corporation. I have also included corporate resolutions authorizing such transaction.

If you have any questions or concerns, or require additional documentation, please contact my attorney, Antonio Regojo, Esq. at (305) 814-8299 or via email, at aregojo@regojolaw.com. Thank you in advance for your consideration.

Sincerely,

Wilbert Beckford
President
Alliance Blood Foundation Inc
(305) 229-6909
alliancebloodfoundation@hotmail.com

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TALLAHASSEE FLORIDA

**WRITTEN CONSENT OF THE DIRECTORS OF
ALLIANCE BLOOD FOUNDATION INC.**

The undersigned Directors of **Alliance Blood Foundation Inc.**, a Florida not-for profit corporation (the "Nonprofit Corporation"), hereby adopt the following resolutions in accordance with Section 617 of the Florida Statutes:

WHEREAS, the Directors believe that it is in the best interest of the Nonprofit Corporation to file Articles of Dissolution with the Florida Secretary of State effective immediately; and

WHEREAS, immediately following dissolution, the Directors seek to register a for profit corporation under the same exact name, in order to engage in for-profit activities (the "For-Profit Corporation").

NOW, THEREFORE, IT IS:

RESOLVED, that the Nonprofit Corporation shall file its Articles of Dissolution with the Florida Secretary of State effective immediately; and it is

FURTHER RESOLVED, that Wilbert Beckford, in his capacity as President of the Nonprofit Corporation (the "President") be, and hereby is, authorized and directed to execute and file with the Florida Secretary of State the Articles of Dissolution and Form 966 with the IRS to effect the dissolution of the Nonprofit Corporation, and to pay all fees and expenses necessary in connection therewith; and it is

FURTHER RESOLVED, that the President be, and hereby is, authorized and directed to oversee the dissolution of the Nonprofit Corporation and the sale and liquidation of all its assets, if any, to settle all of the Nonprofit Corporation's claims and debts (including all tax debts) to the fullest extent possible, to notify all the appropriate parties of the dissolution, to cancel all licenses, permits, and insurance, and to take all action as deemed necessary by the President or the State of Florida to properly effectuate and record such dissolution and winding down of the Nonprofit Corporation's operations pursuant to Florida law.

FURTHER RESOLVED, that the President shall file Articles of Incorporation to form a For-Profit Corporation under the name **Alliance Blood Foundation, Inc.** concurrently with the Articles of Dissolution of the Nonprofit Corporation, in order to engage in for-profit activities under such For-Profit Corporation.

IN WITNESS WHEREOF, the undersigned Directors of Alliance Blood Foundation have executed this consent as of the 21st day of December, 2012.

**ALLIANCE BLOOD FOUNDATION INC.,
a Florida Nonprofit Corporation**



Wilbert Beckford, President

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
ALLIANCE BLOOD FOUNDATION INC.**

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit), the undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**ARTICLE I
NAME**

The name of the corporation shall be: ALLIANCE BLOOD FOUNDATION INC.

**ARTICLE II
PRINCIPAL OFFICE**

The Principal office and the mailing address of the corporation is:

9756 SW 24th St.
Miami, FL 33165

**ARTICLE III
PURPOSE**

The purpose for which the corporation is organized is: Any and All Lawful Business

**ARTICLE IV
SHARES**

The number of shares of stock of the corporation is: 1,000 shares

**ARTICLE V
INITIAL OFFICERS AND/OR DIRECTORS**

Name and Title: Wilbert Beckford – President, Director
Address: 9756 SW 24th St
Miami, FL 33165

Name and Title: Francisco M. Garcia – Vice President, Director
Address: 9756 SW 24th St
Miami, FL 33165

**ARTICLE VI
REGISTERED AGENT**

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

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Name: Wilbert Beckford
Address: 9756 SW 24th St
Miami, FL 33165

ARTICLE VII
INCORPORATOR

The name and address of the Incorporator is:

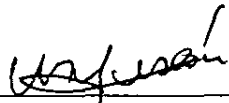
Name: Antonio Regojo
Address: 11077 Biscayne Blvd #406
Miami, FL 33161

ARTICLE VIII
EFFECTIVE DATE

The Effective Date for this Corporation shall be January 1st, 2013.

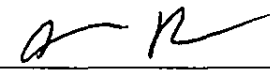
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Registered Agent Signature:

By: 
Name: Wilbert Beckford
Registered Agent
Date: 12/21/12

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.

Incorporator Signature:

By: 
Name: Antonio Regojo
Incorporator
Date: 12/21/12

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TALLAHASSEE, FLORIDA

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