

P/300002707/

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

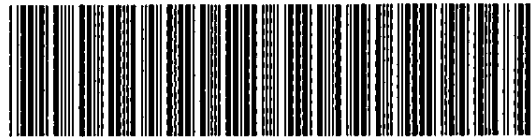
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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02/25/13--01024--029 **105.00

FILED
13 MAR 20 PM 3:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

COVER LETTER

TO: Charter Section
Division of Corporations

SUBJECT: **SARBEN TECHNOLOGIES INC.**
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:

Mark H. Mirkin, Esq.

Contact Person

Hicks, Motto & Ehrlich, P.A.

Firm/Company

3399 PGA Blvd. #300

Address

Palm Beach Gardens, FL 33410

City, State and Zip Code

mmirkin@hmelawfirm.com

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

For further information concerning this matter, please call:

Mark H. Mirkin

Name of Contact Person

at (561) 683-2300

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

<input checked="" type="checkbox"/> \$105.00 Filing Fees	<input type="checkbox"/> \$113.75 Filing Fees and Certificate of Status	<input type="checkbox"/> \$113.75 Filing Fees and Certified Copy	<input type="checkbox"/> \$122.50 Filing Fees, Certified Copy, and Certificate of Status
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STREET ADDRESS:

Charter Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Charter Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 1, 2013

MARK H. MIRKIN, ESQ.
3399 PGA BLVD. #300
PALM BEACH GARDEN, FL 33410

SUBJECT: MEMPHIS HOLDINGS, LLC
Ref. Number: W13000012499

We have received your document for MEMPHIS HOLDINGS, LLC 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 document must be signed by a chairman, vice chairman, director, officer, or an incorporator, if directors or officers have not been selected.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Valerie Herring
Regulatory Specialist II
New Filing Section

Letter Number: 713A00005011

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**Certificate of Conversion
for
Memphis Holdings, LLC
into
SarBen Technologies Inc.**

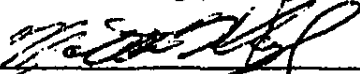
This Certificate of Conversion and the attached Articles of Incorporation are submitted to convert Memphis Holdings, LLC, a Florida limited liability company, into a newly-created Florida for-profit corporation named SarBen Technologies Inc. in accordance with Section 607.1115 of the Florida Statutes:

1. The name of the converting limited liability company is Memphis Holdings, LLC. *LOG-92459*
2. Memphis Holdings, LLC was formed as a Florida limited liability company on September 24, 2009.
3. The name of the Florida for-profit corporation into which Memphis Holdings, LLC is being converted is SarBen Technologies Inc. as reflected on the attached Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion this 19th day of February, 2013.



Matthew H. Sage, Manager of Memphis Holdings, LLC



Matthew H. Sage, President of Sarben Technologies Inc.

ARTICLES OF INCORPORATION

of

SarBen Technologies Inc.

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**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

The undersigned, for the purposes of incorporating a corporation under the Florida Business Corporation Act, does hereby execute those Articles of Incorporation and does hereby certify as follows:

FIRST: The name of the corporation (hereinafter called the "Corporation") is SarBen Technologies Inc. The principal place of business is 8641 Falcon Green Drive, West Palm, Florida 33412.

SECOND: The address of the registered office of the Corporation in the State of Florida is 8641 Falcon Green Drive, West Palm Beach, Palm Beach County, Florida 33412, and the name of the registered agent of the Corporation in the State of Florida at such address is Matthew H. Sage.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

FOURTH: The Corporation is authorized to issue one hundred million (100,000,000) shares of Common Stock, par value of \$0.01 per share.

FIFTH: The Corporation shall continue to exist perpetually.

SIXTH: Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide. Meetings of shareholders may be held within or outside the State of Florida, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the state of Florida at such place or places as might be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

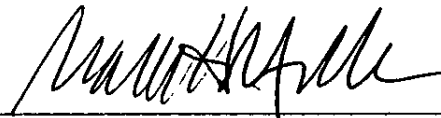
SEVENTH: The Corporation has one (1) director initially. The name and address of the initial director are Matthew H. Sage, 8641 Falcon Green Drive, West Palm Beach, Florida 33412.

EIGHTH: A director of the Corporation shall, to the full extent permitted by the Florida Business Corporation Act as it now exists or as it may hereafter be amended, not be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. Neither any amendment nor repeal of this Article EIGHTH, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article EIGHTH, shall eliminate or reduce the effect of this Article EIGHTH in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article EIGHTH, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

NINTH: The Corporation shall, to the fullest extent permitted by the Florida Business Corporation Act as amended from time to time, indemnify all persons whom it may indemnify pursuant thereto.

TENTH: The incorporator of the Corporation is Mark H. Mirkin, Esq., whose mailing address is c/o Hicks, Motto & Ehrlich, P.A., 3399 PGA Blvd. #300, Palm Beach Gardens, Florida 33410.

I, the undersigned, being the incorporator hereinabove named, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, do execute these Articles of Incorporation, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 19th day of February, 2013.



Mark H. Mirkin, Esq., Incorporator
Florida Bar No. 464694

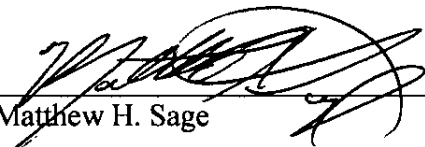
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

The following is submitted in accordance with the requirements of Chapter 48.091 of the Florida Statutes:

SarBen Technologies Inc., desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation as 8641 Falcon Green Drive, West Palm Beach, Palm Beach County, Florida 33412, has named Matthew H. Sage as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated Corporation at the place designated in this Certificate, I hereby agree to act in this capacity and to comply with the provisions of Chapter 48.091 of the Florida Statutes relative to keeping open said office.


Matthew H. Sage

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TALLAHASSEE FLORIDA