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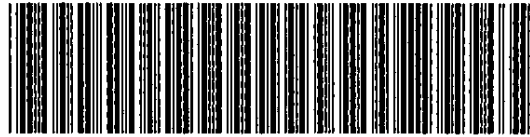
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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13 MAY 28 PM 3:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## COVER LETTER

**TO:** Charter Section  
Division of Corporations

**SUBJECT:** Star Energy Technologies, Inc.

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 Florida Statute

Please return all correspondence concerning this matter to:

**Alphonso Hamilton II**  
**Star Energy Technologies, Inc.**  
**17100 NW 45<sup>th</sup> Court**  
**Miami Florida 33055**

For further information, please contact:

Alphonso Hamilton II, at 954 - 899 - 3828

Enclosed is a check for the following amount:

\$105.00 Filing Fees

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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

**Star Energy Technologies, LLC**

*L13 - 22259*

2. The "Other Business Entity is a LIMITED LIABILITY COMPANY that was first organized, formed, and incorporated under the provisions of Chapter 608, Florida Statutes on February 12, 2013.

3. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation is:

**Star Energy Technologies, Inc.**

4. The conversion will be effective immediately on the date of filing.

Signed this 24 day of May, 2013.

**Star Energy Technologies, Inc.**

By: 

Alphonso Hamilton II, Incorporator

**Star Energy Technologies, LLC**

By: 

Alphonso Hamilton II, President

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
Star Energy Technologies, Inc.**

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TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Statutes, adopts the following Articles of Incorporation:

**FIRST:** The name of the Corporation is Star Energy Technologies, Inc.

**SECOND:** The period of duration is perpetual.

**THIRD:** The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Statutes.

**FOURTH:** The aggregate number of shares which the Corporation shall have authority to issue is 1,000 of which 800 are classified and designated as Class A Common Stock ("Class A Common Stock") and 200 are designated as Class B Common Stock ("Class B Common Stock"). Every shareholder of the Corporation shall have the right to acquire any unissued or treasury shares of the Corporation convertible into or carrying a right to subscribe to or acquire shares, to the extent of his pro rata interest, at the price and upon the terms at which such shares or securities may be offered to others.

1. Subject to the applicable law, the shares of Class A Common Stock and Class B common Stock shall have the following rights
  - a. Each share of Class A Common Stock shall entitle the holder thereof to one (1) vote for all matters upon which shareholders have the right to vote; and
  - b. Each share of Class B Common Stock shall entitle the holder thereof to (1) vote on all matters upon which shareholders have the right to vote;
  - c. In case of the dissolution or liquidation of the Company, before any payment shall be made to the holders of the Common Stock, the holders of the Class B Common Stock shall be entitled to be paid from the assets available therefor the liquidation price fixed by the Board of Directors, and all accrued and unpaid dividends thereon, but shall not be entitled to participate any further in the distribution of the assets of the Company.
  - d. After the payment to the holders of all Class B Common Stock of the preferential amounts to which they shall be entitled in the event of dissolution or liquidation of the Company, the holders of the shares of Class A Common Stock shall be entitled to all of the residue of the assets and shall receive payment thereof in proportion to the shares held by them respectively.
  - e. Subject to the express term and provisions of the shares designated as Preferred Stock, the holders of the shares of Class A Common Stock shall have all, and all other rights, interests, powers and privileges of shareholders of corporations for profit as provided by law, without any restrictions, qualifications, or limitations

thereof.

**FIFTH: Preemptive Rights:** The Company may issue additional shares with the resolution of the Board of Directors setting forth the detailed terms of the issue within the authorized share capital. The Company's shareholders shall have preemptive rights to subscribe to new shares in proportion to their respective shareholding rations. If shareholders wave or lose their preemptive right to new share issues or if there are fractional shares at the time of allocation of new shares, such shares may be handled by a resolution of the Board of Directors.

**SIXTH: Stock Options:** The Company may grant stock options to its officers and employees. The terms and conditions of the stock options shall be determined by a special resolution of the Board of Directors in accordance with the relevant laws and regulations and the Articles of Incorporation.

**SEVENTH: Registered Agent.** The address of the initial registered office of the corporation is 17100 NW 45th Court, Miami, FL 33055. The registered agent at this address is Alphonso Hamilton II.

**EIGHTH:** These Articles of Incorporation may be amended by the board of directors adopting a resolution setting forth the proposed amendment. The proposed amendment must then be ratified by a majority vote at a meeting of the shareholders that was properly called and held in Florida in accordance with the provisions of the bylaws.

**NINTH: The Principal office** of the corporation is 17100 NW 45th Court, Miami FL 33055.

**TENTH: The mailing address** of the Corporation is 17100 NW 45th Court, Miami FL 33055.

**ELEVENTH: The name and address of the incorporator** is: Alphonso Hamilton II 17100 NW 45th Court, Miami FL 33055.

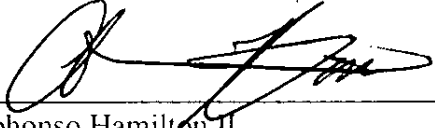
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TALLAHASSEE, FLORIDA

These Articles of Incorporation are hereby executed by the incorporator on this 24<sup>th</sup> day of May, 2003.

  
\_\_\_\_\_  
Alphonso Hamilton II

REGISTERED AGENT'S  
ACCEPTANCE OF APPOINTMENT

I, Alphonso Hamilton II, hereby accept my appointment as registered agent for Star energy Technologies, a Florida for-profit corporation.

  
\_\_\_\_\_  
Alphonso Hamilton II

Date: May 24, 2013

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13 MAY 28 PM 3:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA