

Mar. 6, 2014 10:36 AM NASON YEAGER GERSON WHITE & LIOCE No. 898 PrP. of 2
P/4000020823

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : NASON, YEAGER, GERSON, WHITE & LIOCE, P.A.
Account Number : 073222003555
Phone : (561) 686-3307
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Email Address: kmanna@nasonyeager.com

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14 MAR -6 PM 2:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION
Visual Real Estate, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$78.75

✓ 03/07/14

TALLAHASSEE, FLORIDA

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Corporate Filing Menu

Help

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Profit Corporation

FILED
14 MAR -6 PM 2:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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:

MVP Portfolio, LLC L13000106162

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 **7/26/2013**
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:**

Visual Real Estate, Inc.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: _____
(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 6th day of March, 2014.

Required Signature for Florida Profit Corporation:

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: William D. Meadow
Printed Name: William D. Meadow Title: President

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

* Signature: William D. Meadow
Printed Name: William D. Meadow 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)

**ARTICLES OF INCORPORATION
OF
VISUAL REAL ESTATE, INC.**

Article I - Name

The name of this corporation is VISUAL REAL ESTATE, INC. (the "Company")

Article II - Principal Address

The principal address of the Company is:

10752 Deerwood Park Blvd, Suite 100
Jacksonville, Florida 32256

Article III - Commencement

The Company shall commence on the date of execution and acknowledgement of these Articles.

Article IV - Duration

The Company shall exist perpetually, unless sooner dissolved according to law.

Article V - Purpose

The Company is organized for the purpose of transacting any or all lawful business.

Article VI - Capital Stock

The maximum number of shares of capital stock which the Company is authorized to issue is 10,000 shares of common stock, no par value.

Article VII - Initial Registered Office and Agent

The street address of the initial registered office of the Company is 1655 Palm Beach Lakes Boulevard, Suite 1200, West Palm Beach, Florida 33401, and the name of the initial registered agent at that address is Michael D. Harris.

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JACKSONVILLE, FLORIDA

Article VIII - Initial Board of Directors

The Company shall have a Board of Directors (the "Board") consisting of between three and nine directors. The exact number shall be established from time to time by the resolution of the Board and may be either increased or diminished from time to time as provided in the bylaws.

Article IX - Incorporator

The name and address of the person signing these articles is:

William D. Meadow
10752 Deerwood Park Blvd, Suite 100
Jacksonville, Florida 32256

Article X - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in both the Board and the shareholders.

Article XI - Indemnification

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the Company shall indemnify its officers and directors and former officers and directors (the "Indemnitee(s)") against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the Company.

Article XII - Amendment

The Company reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Mar. 6. 2014 10:36AM NASON YEAGER GERSON WHITE & LIOC

No. 8098 P. 7

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of
Incorporation this 5th day of March, 2014.

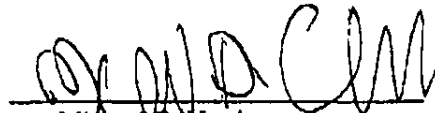

William D. Meadow, Incorporator

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FALCONER, N. Y.

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

I hereby accept the appointment as Registered Agent of VISUAL REAL ESTATE, INC.
contained in the foregoing Articles of Incorporation and state that I am familiar with and accept
the obligations of Section 607.0505 of the Florida Business Corporation Act.

Dated: March 5, 2014


Michael D. Harris,
Registered Agent

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STATE OF FLORIDA