

P/4000043855

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

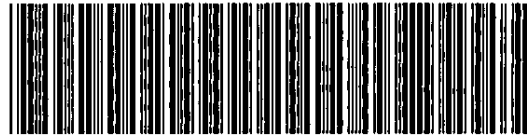
(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only



900258819639

04/29/14--01002--020 \*\*105.00

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14 MAY 15 PM 1:43

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W 14-27435

K 05/16/15



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 1, 2014

ERIC P. GROS-DUBOIS, ESQ.  
2701 PONCE DE LEON BLVD.  
SUITE 202  
CORAL GABLES, FL 33134

SUBJECT: CELLMEFREE, INC.  
Ref. Number: W14000027435

We have received your document for CELLMEFREE, 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):

Sections 607.1113, 605.0203, 620.2104, and 620.8914, F.S., require the certificate of conversion to be signed by the converting entity as required by applicable law. If the converting entity is a corporation, the certificate of conversion must be signed by a chairman, vice chairman, officer, director, or an incorporator. If the converting entity is a limited liability company, the certificate of conversion must be signed by an authorized representative. If the converting entity is a general partnership or limited liability partnership, the certificate of conversion must be signed by a general partner. If the converting entity is a limited partnership or limited liability limited partnership, the certificate of conversion must be signed by all of the general partners. If the converting entity is another type of business entity, an authorized person must sign the certificate of conversion.

Florida law requires any business entity serving in the capacity of a registered agent to have an active registration or filing on our records.

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.

Thomas Chang  
Regulatory Specialist II  
New Filing Section

Letter Number: 914A00009271

**COVER LETTER**

**TO:** Charter Section  
Division of Corporations  
CELLMEFREE, INC.  
**SUBJECT:** \_\_\_\_\_

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:

ERIC P. GROS-DUBOIS, ESQ.

\_\_\_\_\_  
Contact Person

EPGD ATTORNEYS AT LAW, P.A.

\_\_\_\_\_  
Firm/Company

2701 PONCE DE LEON BLVD SUITE 202

\_\_\_\_\_  
Address

CORAL GABLES, FL 33134

\_\_\_\_\_  
City, State and Zip Code

ERIC@EPGDLAW.COM

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

For further information concerning this matter, please call:

ERIC P. GROS-DUBOIS, ESQ. 786 837-6787  
at ( )

\_\_\_\_\_  
Name of Contact Person

\_\_\_\_\_  
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<br>and Certificate of<br>Status | <input type="checkbox"/> \$113.75 Filing Fees<br>and Certified Copy | <input type="checkbox"/> \$122.50 Filing Fees,<br>Certified Copy, and<br>Certificate of Status |
|--|---|---|--|

**STREET ADDRESS:**

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

**MAILING ADDRESS:**

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

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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:

CELLMEMORE, LLC

(L13-9078)

Enter Name of Other Business Entity

LIMITED LIABILITY COMPANY

2. The "Other Business Entity" is a \_\_\_\_\_  
(Enter entity type. Example: limited liability company, limited partnership,  
general partnership, common law or business trust, etc.)

FLORIDA

first organized, formed or incorporated under the laws of \_\_\_\_\_  
(Enter state, or if a non-U.S. entity, the name of the country)

01/17/2013 ✓

on \_\_\_\_\_  
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:

FLORIDA

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

CELLMEFREE, 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 21 day of APRIL, 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: \_\_\_\_\_

Printed Name: MARC THOUMYRE Title: INCORPORATOR

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

Signature: \_\_\_\_\_  
Printed Name: MATHIEU ROCHEZTE Title: MANAGER, MEMBER

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

**ARTICLES OF INCORPORATION**  
**In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)**

**ARTICLE I    NAME**        CELLMEFREE, INC.

The name of the corporation shall be: \_\_\_\_\_

**ARTICLE II    PRINCIPAL OFFICE**

The principal place of business/mailing address is:

Principal street address  
555 NE 15TH STREET  
SUITE 200  
MIAMI, FL 33132

Mailing address, if different is:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**ARTICLE III    PURPOSE**

The purpose for which the corporation is organized is:  
ANY LAWFUL PURPOSE.

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**ARTICLE IV    SHARES** 10,000,000

The number of shares of stock is: \_\_\_\_\_

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

Name and Title: <u>MARC THOUMYRE</u>	Name and Title: _____
<u>555 NE 15TH ST, STE 200</u>	
Address: _____	Address: _____
<u>MIAMI, FL 33132</u>	_____

Name and Title: _____	Name and Title: _____
Address: _____	Address: _____
_____	_____

Name and Title: _____	Name and Title: _____
Address: _____	Address: _____
_____	_____

**ARTICLE VI    REGISTERED AGENT**

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

Name: EPGD ATTORNEYS AT LAW, P.A.  
Address: 2701 PONCE DE LEON BLV  
CORAL GABLES, FL 33134

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**ARTICLE VII INCORPORATOR**

The name and address of the Incorporator is:

Name:

MARC THOUMVRE

Address:

555 NE 15TH ST, STE 200

MIAMI, FL 33132

\*\*\*\*\*

*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*

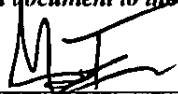


Required Signature/Registered Agent

5/1/2014

Date

*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.*



Required Signature/Incorporator

5/1/2014

Date

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