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(Address)

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05/28/14--01012--004 **103.75

06/12/14--01032--001 **10.00

FILED
May 28, 2014 08:00 AM
Secretary of State

1114-33770

UND 6/12

MDO | PARTNERS

LAW | COMPLIANCE | ETHICS

175 SW 7th STREET
SUITE 1900
MIAMI, FLORIDA 33130
305.704.8452

MDOPARTNERS.COM

May 27, 2014

via Federal Express

Florida Department of State
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Red Pearl LLC – Conversion to Niddel Corp.

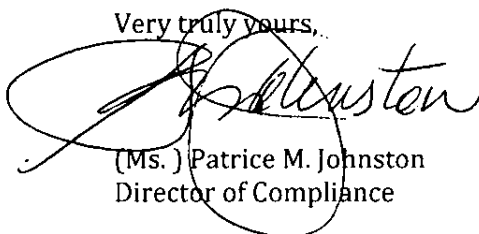
Dear Sir or Madam:

Enclosed for filing are the Certificate of Conversion and Articles of Incorporation to convert Red Pearl LLC, a Florida limited liability company, into Niddel Corp., a Florida for-profit corporation, together with our check payable to the Florida Department of State in the amount of \$103.75 to cover the conversion and filing fees as well as the fee for a certified copy of the document as filed. Please forward the certified copy directly to me.

If you have any questions regarding this matter, please contact me by telephone at (305) 704-8453 or by email at pjohnston@mdopartners.com.

Thank you in advance for your assistance.

Very truly yours,



(Ms.) Patrice M. Johnston
Director of Compliance

/Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 30, 2014

PATRICE M. JOHNSTON
MDO PARTNERS
175 S.W. 7TH ST., STE.1900
MIAMI, FL 33130

SUBJECT: NIDDEL CORP
Ref. Number: W14000033770

We have received your document for NIDDEL CORP and check(s) totaling \$103.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$10.00.

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.

Maryanne Dickey
Regulatory Specialist II
New Filing Section

Letter Number: 914A00011703

MDO | PARTNERS
LAW | COMPLIANCE | ETHICS

175 SW 7th STREET
SUITE 1900
MIAMI, FLORIDA 33130
305.704.8452

MDOPARTNERS.COM

June 9, 2014

Via Federal Express

Ms. Maryann Dickey
Regulatory Specialist II
Florida Department of State
Division of Corporations

Re: Niddel Corp.
Ref. Number W14000033770

Dear Ms. Dickey:

Reference is made to your letter dated May 30, 2014 and our telephone conversation of today regarding the captioned matter.

Enclosed is a copy of your letter, the certificate of conversion for Red Pearl LLC and the articles of incorporation for Niddel Corp., and our check in the amount of \$10.00 representing the difference between the \$103.75 check being held by your office and the actual filing fee of \$113.75.

This letter will confirm your assurance, in keeping with the Division's policies, that the registration date of the conversion will be May 28, 2014, the date on which the documents were originally received for filing and will not be affected by the filing fee discrepancy.

Please contact me as soon as possible if there is a discrepancy between my understanding and the registration date to be assigned to the conversion.

Thank you.

Very truly yours,



Richard Montes de Oca
Managing Partner

/Enclosures

**CERTIFICATE OF CONVERSION
OF
RED PEARL LLC
INTO
NIDDEL CORP.**

**FILED
May 28, 2014 08:00 AM
Secretary of State**

This Certificate of Conversion and the attached Articles of Incorporation are submitted ~~in~~ order to convert RED PEARL LLC, a Florida limited liability company (the "Company") into a Florida corporation in accordance with Section 607.1115, Florida Statutes.

Section 1. The name of the Company immediately prior to the filing of this Certificate of Conversion is RED PEARL LLC. L13000098672

Section 2. RED PEARL LLC is a limited liability company first formed under the laws of the State of Florida on July 11, 2013.

Section 3. The jurisdiction of the Company has not changed and will remain the State of Florida.

Section 4. The name of the Florida corporation into which the Company will be converted, as set forth in the attached Articles of Incorporation, is NIDDEL CORP.

Section 5. The effective date of the conversion is the date of filing of this certificate with the Florida Department of State.

Section 6. The conversion contemplated hereunder is permitted by applicable law(s) governing the Company, and it complies with such law(s) and the requirements of Florida Statutes, Section 607.1115.

IN WITNESS WHEREOF, the undersigned have caused the execution of the foregoing Certificate of Conversion this 27 day of May, 2014.

RED PEARL LLC

By: [Signature]
Felipe Boucas, Managing Member

NIDDEL CORP.

By: [Signature]
Felipe Boucas, President

**ARTICLES OF INCORPORATION
OF
NIDDEL CORP.**

The undersigned Incorporator, for the purpose of forming a Florida profit corporation in compliance with Chapter 607, Florida Statutes, hereby adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the Corporation is NIDDEL CORP.

**ARTICLE II
ADDRESS**

The principal place of business and mailing address of the Corporation is: -

2699 South Bayshore Drive, 3rd Floor
Miami, Florida 33133

**ARTICLE III
PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapters 607, Florida Statutes.

**ARTICLE IV
DURATION AND CONTINUATION**

The period of the Corporation's duration shall commence with the filing of these Articles of Incorporation with the Florida Department of State, and shall continue perpetually, unless terminated (i) in accordance with the Bylaws of the Corporation then in effect, or (ii) by the written agreement of the shareholders in accordance with their Shareholders Agreement, if applicable.

**ARTICLE V
AUTHORIZED SHARES**

The Corporation is authorized to issue ten million (10,000,000) shares of common stock, par value, \$.01 per share.

**ARTICLE VI
REGISTERED AGENT**

The name and Florida street address of the Registered Agent for the Corporation is:

Raul A. Garcia
2699 South Bayshore Drive, 3rd Floor
Miami, Florida 33133

**ARTICLE VII
DIRECTORS AND LIABILITY**

The name and street addresses of the initial member of the Board of Directors of the Corporation is *Felipe Boucas 2699 South Bayshore Drive, 3rd Floor, Miami, Florida 33133.*

To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Corporation (and any other persons to which Florida law permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of shareholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Florida law.

**ARTICLE VIII
INCORPORATOR**

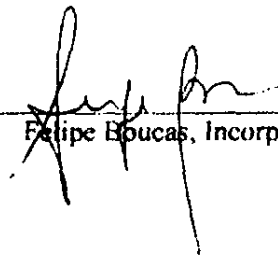
The name and street address of the Incorporator of the Corporation is:

Felipe Boucas
2699 South Bayshore Drive, 3rd Floor
Miami, FL 33133

**ARTICLE IX
EFFECTIVE DATE**

The Effective Date of these Articles of Incorporation is the date of filing with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal
this 27th day of May, 2014.




Felipe Boucas, Incorporator

FILED
May 28, 2014 08:00 AM
Secretary of State

ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as Registered Agent for NIDDEL CORP., to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of Chapters 607, Florida Statutes, relating to the proper and complete performance of his duties thereunder, and acknowledges that he is familiar with, and accepts, the obligations of such position this 27 day of May, 2014.


Raul A. Garcia