

P140000065951

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

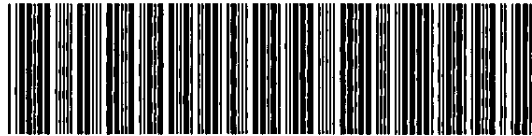
Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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14 AUG - 1 AM 9:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W14000044235



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 18, 2014

KERRY RALEIGH TIPTON
301 W. PLATT ST., STE 658
TAMPA, FL 33607

SUBJECT: URBAN ZERO HOLDINGS, INC.
Ref. Number: W14000044235

We have received your document for URBAN ZERO HOLDINGS, 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):

The person designated as incorporator in the document and the person signing as incorporator must be the same.

Please return 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.

Carol Mustain
Regulatory Specialist II

Letter Number: 014A00015474

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

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14 AUG - 1 AM 9:20
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:

Urban Zero, LLC

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 **October 23, 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:

N/A

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

Urban Zero Holdings, 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 27 day of June, 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: Daniel Gorritz Title: Director

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

Signature: _____

Printed Name: Daniel Gorritz Title: Manager

Signature: _____

Printed Name: Daniel Gorritz Title: Member

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)

**PLAN OF CONVERSION
BY WHICH
URBAN ZERO, LLC
(A Florida Limited Liability Company)
WILL MERGE WITH AND INTO
URBAN ZERO HOLDINGS, INC.
(A Florida Incorporation)**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

THIS PLAN OF CONVERSION is made effective and dated this 27 day of June, 2014, by and between the above referenced entities, sometimes referred to herein as the "Converting Entity" and the "Resulting Entity," respectively.

1. URBAN ZERO, LLC (the "Converting Entity"), a Florida Limited Liability Company, hereby adopts this Plan of Conversion, in order to be converted into a Florida Corporation to be known as URBAN ZERO HOLDINGS, INC.
2. By this conversion, the Converting Entity shall continue its existence in the form of a Florida Corporation known as URBAN ZERO HOLDINGS, INC. (the "Resulting Entity").
3. Ownership and membership of the Converting Entity, URBAN ZERO, LLC, a Florida Limited Liability Company, shall be converted to ownership and membership of the Resulting Entity, URBAN ZERO HOLDINGS, INC., a Florida Corporation.
4. Membership Interest in the Converting Entity shall be converted to common shares in the Resulting Entity.
5. The Articles of Incorporation for URBAN ZERO HOLDINGS, INC. are attached as Exhibit A to this Plan of Conversion.
6. This Plan of Conversion will become effective upon issuance of a Certificate of Conversion from the Florida Secretary of State.

Dated: June 27, 2014

CONVERTING ENTITY:

URBAN ZERO, LLC

By: [Signature]

Name: Daniel Gorritz

Title: Manager

RESULTING ENTITY:

URBAN ZERO HOLDINGS, INC.

By: [Signature]

Name: Daniel Gorritz

Title: President

EXHIBIT A

**Articles of Incorporation of
URBAN ZERO HOLDINGS, INC.**

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

ARTICLE I NAME

The name of the corporation shall be: Urban Zero Holdings, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is:

Principal street address

Mailing address, if different is:

725 Harbour Post Drive, #2408
Tampa, FL 33602

P.O. Box 5346
Tampa, Florida 33675

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

ANY AND ALL LAWFUL BUSINESS

ARTICLE IV SHARES 10,000

The number of shares of stock is:

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: Daniel Gorritz, D/P

Name and Title: _____

Address: _____

Address: _____

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: Daniel Gorritz

Address: 725 Harbour Post Drive, #2408

Tampa, FL 33602

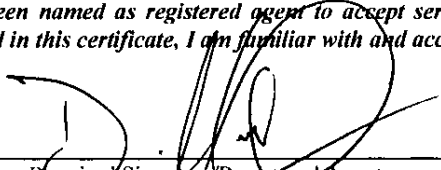
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ARTICLE VII INCORPORATOR

The **name and address** of the Incorporator is:

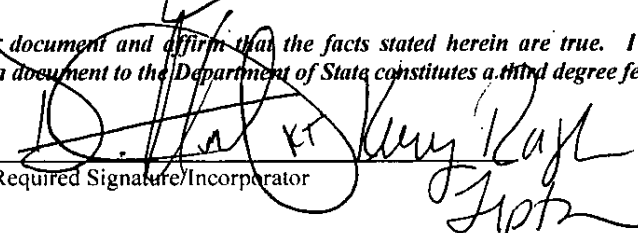
Name: Kerry Raleigh Tipton
Address: 301 W. Platt Street, Suite 658
Tampa, FL 33607

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

6/27/14
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.

 KT
Required Signature/Incorporator

6/27/14 7/29/2014
Date

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TALLAHASSEE FLORIDA