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(Requestor's Name)

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PICK-UP WAIT MAIL

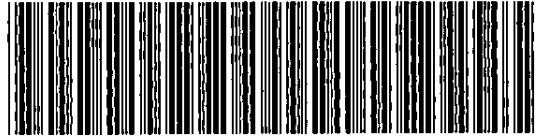
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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05/05/15--01001--007 **113.75

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15 MAY -4 PM 2:31
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TALLAHASSEE, FLORIDA

J 5/5/15

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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WIAND GUERRA KING P.A.

- ___ Art of Inc. File _____
- ___ LTD Partnership File _____
- ___ Foreign Corp. File _____
- ___ L.C. File _____
- ___ Fictitious Name File _____
- ___ Trade/Service Mark _____
- ___ Merger File _____
- Art. of Amend. File Conversion _____
- ___ RA Resignation _____
- ___ Dissolution / Withdrawal _____
- ___ Annual Report / Reinstatement _____
- ___ Cert. Copy _____
- ___ Photo Copy _____
- Certificate of Good Standing _____
- ___ Certificate of Status _____
- ___ Certificate of Fictitious Name _____
- ___ Corp Record Search _____
- ___ Officer Search _____
- ___ Fictitious Search _____
- ___ Fictitious Owner Search _____
- ___ Vehicle Search _____
- ___ Driving Record _____
- ___ UCC 1 or 3 File _____
- ___ UCC 11 Search _____
- ___ UCC 11 Retrieval _____
- ___ Courier _____

Signature _____

Requested by: SETH

05/04/15

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

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:

Wiand Guerra King P.L.

Enter Name of Other Business Entity Lo9000087028

2. The "Other Business Entity" is a professional 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 09/09/2009
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:**

Wiand Guerra King P.A.

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.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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Signed this 1st day of May, 2015.

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: Gianluca Morello Title: Director

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

Signature: _____

Printed Name: Gianluca Morello Title: Managing 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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**ARTICLES OF INCORPORATION
OF
WIAND GUERRA KING P.A.
a Florida Professional Service Corporation**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person, competent and licensed to practice in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation and Limited Liability Company Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be:

WIAND GUERRA KING P.A.

**ARTICLE II
NATURE OF CORPORATE BUSINESS**

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

To engage in every phase and aspect of the business of rendering the same professional services to the public that an attorney duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Florida to practice therein.

The Corporation may also engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

The foregoing paragraphs shall be construed as enumerating both objectives and purposes of this Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this Corporation otherwise permitted by law.

**ARTICLE III
CAPITAL STOCK**

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of 10,000 shares of one class of common stock having no par value per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

None of the shares of this Corporation may be issued to anyone other than an individual in good standing and duly licensed to practice as an attorney in the State of Florida.

**ARTICLE IV
EXISTENCE**

The Corporation shall have perpetual existence, unless sooner dissolved according to law.

**ARTICLE V
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

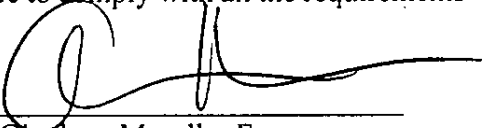
The Corporation's Initial Registered Agent and Registered Office in the State of Florida are:

INITIAL REGISTERED AGENT: Gianluca Morello, Esq.

INITIAL REGISTERED OFFICE: 5505 W GRAY STREET
TAMPA, FL 33609

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.



Gianluca Morello, Esq.

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**ARTICLE VI
DIRECTORS**

The Corporation shall have seven (7) Directors initially. The number of Directors may be increased or decreased from time to time, by a resolution of the majority of the Stockholders, but shall never be less than one (1). If required by the ethics of the profession, Directors shall be required to possess the same professional qualifications as Stockholders are required to possess. The name and address of the member of the first Board of Directors is:

Burton W. Wiand, Esq.
5505 W GRAY STREET
TAMPA, FL 33609

Gianluca Morello, Esq.
5505 W GRAY STREET
TAMPA, FL 33609

George L. Guerra, Esq.
5505 W GRAY STREET
TAMPA, FL 33609

Michael S. Lamont, Esq.
5505 W GRAY STREET
TAMPA, FL 33609

Peter B. King, Esq.
5505 W GRAY STREET
TAMPA, FL 33609

Elaine M. Rice, Esq.
5505 W GRAY STREET
TAMPA, FL 33609

Katherine C. Donlon, Esq.
5505 W GRAY STREET
TAMPA, FL 33609

**ARTICLE VII
INCORPORATOR**

The name and address of the Incorporator of these Articles of Incorporation is as follows:

Gianluca Morello, Esq.
5505 W GRAY STREET
TAMPA, FL 33609

**ARTICLE VIII
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the corporation is:

5505 W GRAY STREET
TAMPA, FL 33609

**ARTICLE IX
VOTING TRUSTS**

No Stockholder of this Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

**ARTICLE X
REMOVAL OF DIRECTOR**

Any Director of this Corporation may be removed at any annual or special meeting of the Stockholders by the same vote as that required to elect a Director.

**ARTICLE XI
RESTRAINT ON ALIENATION OF SHARES**

The Stockholders of this Corporation shall have the power to include in the By-Laws, adopted by a majority of the Stockholders of this Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this Corporation. The manner and form, as well as relevant terms, conditions, and details hereof, shall be determined by the Stockholders of this Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No Stockholder of this Corporation may sell or transfer his shares therein except to another individual who is eligible to be a Stockholder of this Corporation. If any Stockholder becomes legally disqualified to practice in the State of Florida, or is elected to a public office, or accepts employment that places restrictions or limitations upon his continuous rendering of such professional services, such Stockholder's shares shall immediately become subject to purchase by this Corporation in accordance with the Bylaws adopted by the Stockholders.

**ARTICLE XII
INDEMNIFICATION**

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

**ARTICLE XIII
POWERS**

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

**ARTICLE XIV
INFORMAL DIRECTOR ACTION**

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE XV
INFORMAL SHAREHOLDER ACTION**

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

**ARTICLE XVI
TERMINATION OF EMPLOYMENT**

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he or she shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

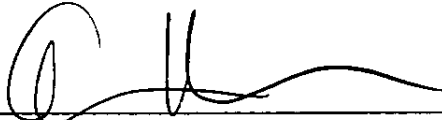
**ARTICLE XVII
BYLAW AMENDMENT**

The power to adopt, alter, amend or repeal the Bylaws of this Corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

**ARTICLE XVIII
AMENDMENT TO ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intentions that a certain amendment of these Articles of Incorporation be made. All rights of Stockholders are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned Incorporator have executed these Articles of Incorporation this 1st day of May, 2015.



Gianluca Morello, Esq.
Incorporator

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15 MAY -4 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA