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DEPARTMENT OF STATE
ACCOUNT-FILING COVER SHEET

Account Number FCA000000017

Date:

5-5-15

Requestor Name: Carlton Fields Jordan Burt, P.A.

Address: Post Office Drawer 190
Tallahassee, Florida 32302

Telephone: (850) 513-3619 - direct
(850) 224-1585

Contact Name: Kim Pullen, CP, FRP

Conversion + Articles of Inc.

Corporation Name:

Beupen, LLC → Beupen, Inc.

Email Address:

Entity Number:

L13000152572

Authorization:

Kim Pullen

Conversion +
Articles (5/5/15)

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Beupen, Inc.
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13565

Name:

M. Ryder

Office:

MIA

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Articles (5/5/15)

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**CERTIFICATE OF CONVERSION
FOR
"OTHER BUSINESS ENTITY"
INTO
FLORIDA PROFIT CORPORATION
(Pursuant to Florida Statutes §607.1115)**

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 Section 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is Brupen, LLC. - *L13000152572*
2. The "Other Business Entity" is a Florida limited liability company first organized, formed or incorporated under the laws of Florida, effective October 29, 2013, under document number L13000152572.
3. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation is Brupen, Inc. (the "Company").
4. The conversion of Brupen, LLC into the Company shall be effective immediately upon the filing of this Certificate of Conversion and the Articles of Incorporation for the Company.

This Certificate of Conversion may be executed in any number of counterparts, and/or by facsimile, each of which counterpart (original or facsimile) shall be deemed to be an original and all such counterparts taken together shall be deemed to constitute one and the same instrument.

[SIGNATURE PAGE FOLLOWS]

Signed this 5 day of May, 2015.

Brupen, Inc.

By: 

Name: Alejandra M. Calbimonte

Title: President

Brupen, LLC

By: 

Name: Alejandra M. Calbimonte

Title: Manager

**ARTICLES OF INCORPORATION
OF
BRUPEN, INC.**

ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is Brupen, Inc. Its principal office address and business mailing address is 741 Crandon Boulevard, Lake Villa 3, Apartment 403, Key Biscayne, Florida 33149.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000 shares of common stock, having a par value of \$.01 per share.

ARTICLE V - BOARD OF DIRECTORS

The Corporation shall be governed by a Board of Directors. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than seven. The names and addresses of the directors constituting the initial Board of Directors are:

Name

Address

Alejandra M. Calbimonte

741 Crandon Boulevard
Lake Villa 3, Apartment 403
Key Biscayne, Florida 33149

Daniela Calbimonte

741 Crandon Boulevard
Lake Villa 3, Apartment 403
Key Biscayne, Florida 33149

**ARTICLE VI- INITIAL
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation shall be 741 Crandon Boulevard, Lake Villa 3, Apartment 403, Key Biscayne, Florida 33149, and the initial registered agent of this corporation at such office shall be Alejandra M. Calbimonte, who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VII- INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

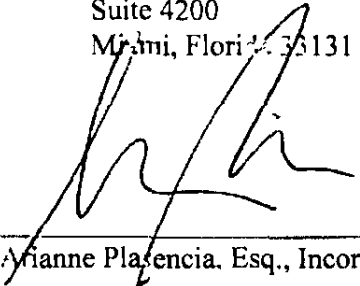
Name

Address

Arianne Plasencia, Esq.

100 SE Second Street
Suite 4200
Miami, Florida 33131

Dated: May 5, 2015

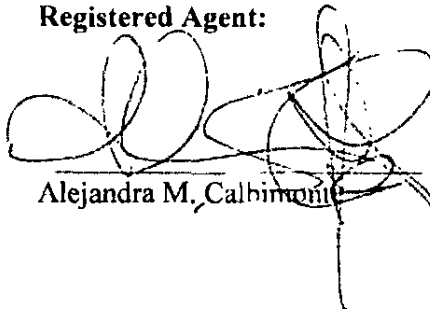

Arianne Plasencia, Esq., Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in that capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated this 5 day of May, 2015.

Registered Agent:



Alejandra M. Calbimonte