

P150000086812

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

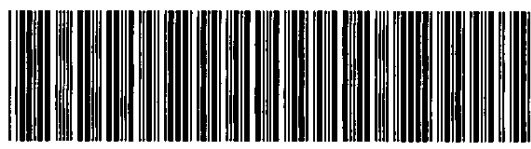
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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10/16/15--01020--027 **105.00

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COVER LETTER

TO: Charter Section
Division of Corporations

SUBJECT: Conversion of Metrofeed, LLC to Asset General, Inc.
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:

John Tomlinson

Contact Person

Firm/Company

500 NW 62nd Street, Ste 210

Address

Fort Lauderdale, FL 33309

City, State and Zip Code

John@JLTCPA.COM

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

For further information concerning this matter, please call:

John

Name of Contact Person

at (

954) 771 9336

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

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:

METROFEED, 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 10/08/2012

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**:

Asset General, Inc.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: October 14, 2015

(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.

Signed this 14 day of October 14, 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: John L. Tomlinson
Printed Name: John L. Tomlinson Title: Incorporator

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

Signature: John L. Tomlinson

Printed Name: John L. Tomlinson Title: Authorized Representative

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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15 OCT 16 PM 2:00

Articles of Incorporation

ARTICLE I - NAME

The name of this corporation is **ASSET GENERAL, Inc.**

ARTICLE II - PRINCIPAL OFFICE and MAILING ADDRESS

The street address of the initial principal office of this corporation is 500 NW 62nd Street, Ste 210, Fort Lauderdale, FL 33309.

The mailing address of the corporation is PO Box 2861, La Jolla, CA 92038

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all-lawful business.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 10,000,000 shares of \$.0001 par value common stock which shall be designated "Common Shares".

ARTICLE VI - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at a price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 500 NW 62nd Street, Ste 210, Fort Lauderdale, FL 33309 and the name of the initial registered agent of this corporation at this address is John L. Tomlinson.

Prepared by John L. Tomlinson, CPA, PA
500 NW 62nd Street, Ste 210
Fort Lauderdale, FL 33309

phone 954-771-9336

15 OCT 16 PM 2:10
ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE 10/16/16 BY 60322
UCBA

ARTICLE VIII - INITIAL BOARD OF DIRECTORS & OFFICER

This corporation shall have 1 director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time as provided in the by-laws. The names and addresses of the of the initial Board of Directors and Officer of this corporation are

Name

Address

Don Senerath, President

500 NW 62nd Street, Ste 210
Fort Lauderdale, FL 33309

ARTICLE IX - INCORPORATORS

The name and address of each person signing these Articles is:

Name

Address

John L. Tomlinson

500 NW 62nd Street, Ste 210
Fort Lauderdale, FL 33309

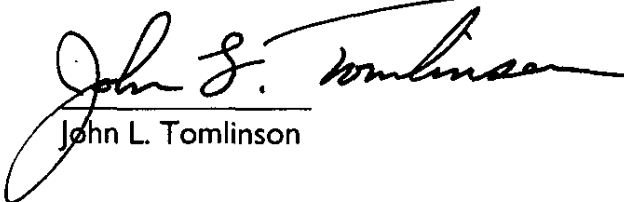
ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by a majority vote of the stockholders at a meeting called therefore.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 14th day of October, 2015.


John L. Tomlinson

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.**

IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

THAT ASSET GENERAL, Inc. DESIRING TO ORGANIZE OR QUALIFY UNDER
THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS
AT CITY OF FORT LAUDERDALE, STATE OF FLORIDA, HAS NAMED **John L.
Tomlinson 500 NW 62nd Street, Ste 210, Fort Lauderdale, FL 33309** AS ITS
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

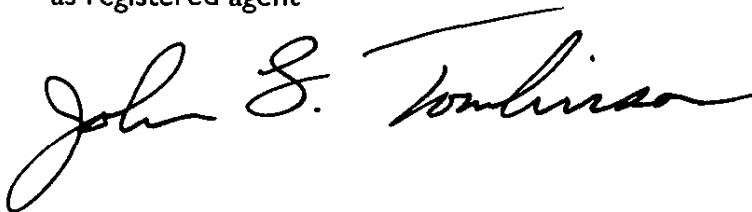

John L. Tomlinson

TITLE Incorporator

DATE October 14, 2015,

15 OCT 16 PM 2:00
CLERK OF DISTRICT COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
IN FLORIDA

Having been named as registered agent and to accept service of process for the above
stated corporation at the place designated in this certificate, I hereby accept the
appointment as registered agent and agree to act in this capacity. I further agree to
comply with the provisions of all the statues relating to the proper and complete
performance of my duties and I am familiar with and accept the obligations of my position
as registered agent



SIGNATURE

(Resident Agent)

DATE October 14, 2015