

P1SU00095682

(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:

Office Use Only



600279121406

11/19/15--01024--007 **105.00

EFFECTIVE DATE

11-16-15

FILED
15 NOV 19 PM 5:46
FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE
WASHINGTON, D.C. 20535

DEC 1 2015

S. GILBERT

Gagel Law Firm

255 Aragon Avenue 2nd Floor , Coral Gables, FL 33134
Tel: (305) 444-7775 Fax: (305) 444-1162
E-mail: jgagel@jgagel.com

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Conversion of Smart Learning Solutions, LLC to Smart Learning Solutions, Inc.

Document No.: L15000186259

Dear Sir or Madam:

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 the undersigned.

E-mail address: (to be used for future annual report notification): jgagel@jgagel.com
For further information concerning this matter, please call me at your convenience.

Enclosed is a check for the following amount:

✓ \$105.00 Filing Fees

Sincerely,



James Gagel, Esq.

CERTIFICATE OF CONVERSION

FOR

SMART LEARNING SOLUTIONS, LLC

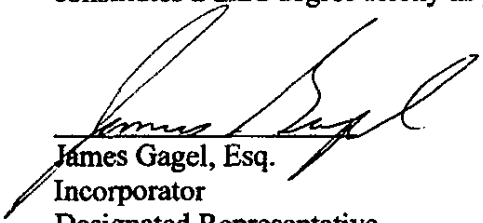
FILED
15 NOV 19 PM 5:47
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

1. The Limited Liability Company. The name of the limited liability company immediately prior to filing this Certificate of Conversion is: **Smart Learning Solutions, LLC** (the "Company") The Company is a limited liability company that is duly organized, validly existing, and in good standing under the Limited Liability Company Act of the State of Florida. The Company is operating under Articles of Organization filed with the Florida Department of State on November 2, 2015 and the Florida Department of State's document number for the Company is **L15000186259**
2. The Conversion. The members of Company desire to convert Company to a Florida Profit Corporation (the "Conversion") pursuant to this Plan of Conversion (the "Plan") as authorized under F.S. 607.1115 (the "Act"). The converted limited liability company (the "Converted Entity") will be organized under the laws of the State of Florida, and complies with the requirements of F.S. 607.1115 in effecting the conversion.
3. Name, Address and Registered Agent of Converted Entity. The Converted Entity will operate under the name of **Smart Learning Solutions, Inc.** The mailing and principal address of the corporate office of Smart Learning Solutions, Inc. will be 6449 NW 109TH Ave Doral, Florida 33178. The registered agent for service of process on SMART LEARNING SOLUTIONS, INC. will be James Gagel, Esq. 255 Aragon Avenue, 2nd Floor Coral Gables, 33134.
4. Continuation of Business and Governing Documents. From and after the Effective Date (as defined below), the business of the Company will continue to be carried on by Smart Learning Solutions, Inc., and all the rights and property of the Company will be vested in the Converted Entity and all debts, liabilities, and obligations of the Company shall continue as debts, liabilities, and obligations of the Converted Entity.
5. Tax Consequences of Conversion. It is the desire and intent of the members of the Company that the Conversion will be tax free to the members under § 721 of the Internal Revenue Code of 1986, as amended (the "IRC"), will not be considered a taxable sale or exchange under IRC § 708, and will not result in a termination of the Company for income tax purposes. All provisions of this Plan shall be interpreted in a manner consistent with this intent.
6. Further Actions and Effective Date of Conversion. Company and Converted Entity shall take all such further actions as may be required to complete the Conversion, including the filing this Conversion Certificate with the Florida Department of State as required under the Act and the execution of all other necessary, including all required filings and notices with state and local authorities) and transfer the legal rights of the Company to the Converted Entity. The Conversion shall be effective on the date that the Conversion Certificate is accepted for filing by the Florida Department of State (the "Effective Date").

Executed on this 16th of November, 2015

Affirmation on Behalf of Florida Profit Corporation

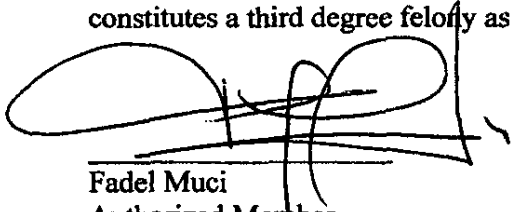
I affirm that the facts stated in this document are true. I am aware that any false information constitutes a third degree felony as provided by F.S. 817.155



James Gagel, Esq.
Incorporator
Designated Representative
Smart Learning Solutions, Inc

Affirmation on Behalf of Smart Learning Solutions, LLC

I affirm that the facts stated in this document are true. I am aware that any false information constitutes a third degree felony as provided by F.S. 817.155



Fadel Muci
Authorized Member
Smart Learning Solutions, LLC

ARTICLES OF INCORPORATION
OF
SMART LEARNING SOLUTIONS, Inc.

FILED
15 NOV 19 PM 5:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name and Duration

The name of the company is **Smart Learning Solutions, Inc.** The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be November 16, 2015.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is be 6449 NW 109TH Ave Doral, Florida 33178.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 255 Aragon Avenue, 2nd Floor Coral Gables, 33134 James Gagel, Esq.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 1,000 shares of Common Stock ("Common Stock"), \$0.01 par value per share.

ARTICLE VI

Board of Directors and Officers

The initial officers and directors of the corporation are:

Director, President, Secretary: Fadel Muci, 6449 NW
109TH Ave Doral, Florida 33178.

Director: Viviana E. Muci, 6449 NW
109TH Ave Doral Florida 33178.

Director: Mariana Muci Torres, 6449 NW
109TH Ave Doral Florida 33178.

Director: Vivian A. Torres de Muci, 6449 NW
109TH Ave Doral Florida 33178.

If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

ARTICLE VII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE VIII

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE IX

Indemnification

The Corporation shall indemnify any incorporator, officer, director, designated representative, or any former incorporator, officer, director, or authorized person to the full extent permitted by law.

Article X

Incorporator and Designated Representative

The name and street address of the Incorporator and Designated Representative of the Corporation is: James Gagel, . 255 Aragon Avenue, 2nd Floor Coral Gables, 33134.

IN WITNESS WHEREOF, the undersigned, for the purpose of filing these Articles of Incorporation and to implement the conversion of Smart Learning Solutions, LLC. from a limited liability company to a Florida For Profit Corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

Dated at Miami-Dade County, Florida, on this 16TH of November, 2015.

By: _____

James Gagel, Esq.
Incorporator

Certificate of Acceptance by Registered Agent and Designated Representative

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act and Florida law, the undersigned submits the following statement in accepting the designation as Registered Agent and registered office, as well as Designated Representative, of Smart Learning Solutions, Inc., a Florida corporation (the "Corporation"), in the Corporation's Articles of Incorporation:

Having been named as Registered Agent and Designated Representative, and to accept service of process for the Corporation at the registered office designated in the Corporation's Articles of Incorporation, the undersigned accepts the appointment as Registered Agent and agrees to act in this capacity, as well as in the capacity of Designated Representative. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and the undersigned is familiar with and accepts the obligations of its position as Registered Agent and Designated Representative, respectively.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 16TH of November, 2015.

James Gagel, Esq.
Registered Agent
Designated Representative