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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

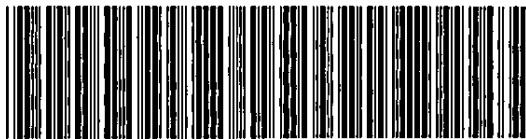
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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COMMERCIAL & INDUSTRIAL
SOUTH CAROLINA

GF 7/11/16

COVER LETTER

TO: Charter Section
Division of Corporations

SUBJECT: Xero-Day Cyber 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:

Adam Yormack

Contact Person

Yormack PA

Firm/Company

1200 Brickell Avenue, Suite 1950

Address

Miami, FL 33131

City, State and Zip Code

adam.yormack@yormackpa.com

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

For further information concerning this matter, please call:

Adam Yormack at (303) 919-4231

Name of Contact Person

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- \$105.00 Filing Fees \$113.75 Filing Fees and Certificate of Status \$113.75 Filing Fees and Certified Copy \$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

FILED
16 JUN 28 AM 8 50

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

FILED
16 JUN 28 AM 8 50

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:

Xero-Day Cyber, LLC

Enter Name of Other Business Entity L16000041077

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 02/26/2016

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:**

Xero-Day Cyber 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.)

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 23rd day of June, 2016.

Required Signature for Florida Profit Corporation:

Signature of Chairman, ~~Vice Chairman~~, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: Sol Alan Saad
Printed Name: Sol Alan Saad Title: Director

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

Signature: Sol Alan Saad
Printed Name: Sol Alan Saad Title: Manager

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)

FILED
16 JUN 28 AM 8 50
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF
DADE, FLORIDA

**ARTICLES OF INCORPORATION
OF
XERO-DAY CYBER INC.**

FILED
16 JUN 28 AM 8 50
SECRETARY OF STATE
STATE OF FLORIDA

In Compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the Corporation shall be: **Xero-Day Cyber Inc.**

ARTICLE II PRINCIPAL OFFICE

The principal place of business/ mailing address is:

Principal street address
401 E Las Olas Blvd.
Suite 1400
Ft. Lauderdale, FL 33301

Mailing address, if different is:

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

The nature of the business, or objects or purposes to be transacted, promoted, or carried on, are those necessary to engage in any lawful act or activity for which corporations may be organized under the corporation statutes of the State of Florida.

ARTICLE IV SHARES

The total number of shares of stock of all classes which the Corporation shall have authority to issue is 150,000,000 shares, of which 100,000,000 shares shall be Common Stock of the par value of \$.0001 each (hereinafter called "Common Stock") and 50,000,000 shares shall be Preferred Stock of the par value of \$.0001 each (hereinafter called "Preferred Stock").

There shall be two classes of Common Stock:

(i) Class A

Fifteen Million (15,000,000) authorized common shares. All holders of Class A stock are entitled to ten (10) votes for each one (1) share on all matters on which Shareholders have the right to vote.

(ii) Class B

Eighty-Five Million (85,000,000) authorized common shares. All holders of Class B stock are entitled to one (1) vote for each one (1) share on all matters on which Shareholders have the right to vote.

The designations and the powers, preferences, and rights and the qualifications, limitations, or restrictions thereof of the shares of each class are as follows:

1. The Common or Preferred Stock may be issued from time to time in one or more series, the shares of each series to have such voting powers, full or limited, and such designations, preferences, and relative, participating, optional, or other special rights and qualifications, limitations, or restrictions thereof as are stated and expressed herein or in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors as hereinafter provided.
2. Authority is hereby expressly granted to the Board of Directors of the Corporation, subject to the provisions of this Article IV and to the limitations prescribed by law, to authorize the issue of one or more series of Common or Preferred Stock and with respect to each such series to fix by resolution or resolutions providing for the issue of such series the voting powers, full or limited, if any, of the shares of such series and the designations, preferences, and relative, participating, optional, or other special rights and the qualifications, limitations, or restrictions thereof. The authority of the Board of Directors with respect to each series shall include, but not be limited to, the determination or fixing of the following:
 - (a) The designation of such series.
 - (b) The dividend rate of such series, the conditions and dates upon which such dividends shall be payable, the relation which such dividends shall bear to the dividends payable on any other class or classes of stock, and whether such dividends shall be cumulative or noncumulative.
 - (c) Whether the shares of such series shall be subject to redemption by the Corporation and, if made subject to such redemption, the times, prices, and other terms and conditions of such redemption.
 - (d) The terms and amount of any sinking fund provided for the purchase or redemption of the shares of such series.
 - (e) Whether or not the shares of such series shall be convertible into or exchangeable for shares of any other class or classes or of any other series of any class or classes of stock of the Corporation, and, if provision be made for conversion or exchange, the times, prices, rates, adjustments, and other terms and conditions of such conversion or exchange.
 - (f) The extent, if any, to which the holders of the shares of such series shall be entitled to vote with respect to the election of directors or otherwise.
 - (g) The restrictions, if any, on the issue or reissue of any additional Common or Preferred Stock.

(h) The rights of the holders of the shares of such series upon the dissolution of, or upon the distribution of assets of the Corporation ("Liquidation Preferences").

3. Except as otherwise required by law and except for such voting powers with respect to the election of directors or other matters as may be stated in the resolution or resolutions of the Board of Directors providing for the issue of any series of Common or Preferred Stock, the holders of any such series and class of stock shall vote together and not as a separate class except as specifically provided by subsequent resolution or resolutions of the Board of Directors or as otherwise required by law. Subject to such restrictions as may be stated in the resolution or resolutions of the Board of Directors providing for the issue of any series of Common or Preferred Stock, any amendment to the Certificate of Incorporation which shall increase or decrease the authorized stock of any class or classes may be adopted by the affirmative vote of the holders of a majority of the outstanding shares of the stock of the Corporation entitled to vote for the election of directors ("Voting Stock").
4. No holder of stock of any class of the Corporation shall have, as such holder, any preemptive or preferential right of subscription to any stock of any class of the Corporation or to any obligations convertible into stock of the Corporation, issued or sold, or to any right of subscription to, or to any warrant or option for the purchase of any thereof, other than such (if any) as the Board of Directors of the Corporation, in its discretion, may determine from time to time.
5. The Corporation may from time to time issue and dispose of any of the authorized and unissued shares of Common or Preferred Stock for such consideration not less than its par value, as may be fixed from time to time by the Board of Directors, without action by the stockholders. The Board of Directors may provide for payment therefore to be received by the Corporation in cash, property, or services. Any and all such shares of the Common or Preferred Stock of the Corporation the issuance of which has been so authorized, and for which consideration so fixed by the Board of Directors has been paid or delivered, shall be deemed fully paid stock and shall not be liable to any further call or assessment thereon.
6. The Corporation has adopted the elimination of all fractions of one share that may exist in the Corporation on the date of this Amendment. The Corporation may make arrangements, or provide reasonable opportunity, for any person entitled to or holding a fractional interest in a share to sell such fractional interest or to purchase such additional fractional interests as may be necessary to acquire a full share as provided by law on a fair market value to be determined by the Board of Directors.

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: Sol Alan Saad (President,
CEO and Director)
Address: 1482 Commodore Way
Hollywood, FL 33019

Name and Title: Joseph G. Farkas (CFO, COO
and Director)
Address: 4288 SW 185th Avenue
Miramar, FL 3029

Name and Title: George S. Perera, Jr. (CSO and Director) Name and Title: Stephen Parkinson (CIO and Director)
Address: 12485 SW 137th Avenue Address: 2624 Key Largo Lane
Miami, FL 33186 Ft. Lauderdale, FL 33312

ARTICLE VI REGISTERED AGENT

The name and Florida street address of the registered agent is:

Name: Adam Yormack
Address: 1200 Brickell Avenue, Suite 1950
Miami, FL 33131

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Name: Sol Alan Saad
Address: 1482 Commodore Way
Hollywood, FL 33019

ARTICLE VIII DURATION

The Corporation is to have perpetual existence.

ARTICLE IX MEETING OF STOCKHOLDERS

Any action by stockholders of the Corporation shall be taken at a meeting of stockholders and no action may be taken by written consent of stockholders entitled to vote upon such action unless such action complies with the voting requirements as set forth in the Bylaws of the Corporation.

ARTICLE X MANAGEMENT OF THE BUSINESS AND FOR THE CONDUCT OF THE AFFAIRS OF THE CORPORATION

Subject to the provisions of the laws of the State of Florida, the following provisions are adopted for the management of the business and for the conduct of the affairs of the Corporation, and for defining, limiting, and regulating the powers of the Corporation, the directors, and the stockholders:

- (a) The books of the Corporation may be kept outside the State of Florida at such place or places as may from time to time be designated by the Board of Directors.
- (b) The business of the Corporation shall be managed by its Board of Directors, and the Board of Directors shall have power to exercise all the powers of the Corporation, including (but without limiting the generality hereof) the power to create mortgages upon the whole or any part of the property of the Corporation, real or personal, without any action of or by the stockholders, except as otherwise provided by statute or by the Bylaws.
- (c) The number of directors shall be fixed by the Bylaws, subject to alteration from time to time by amendment of the Bylaws either by the Board of Directors or the stockholders. An

increase in the number of directors shall be deemed to create vacancies in the Board, to be filled in the manner provided in the Bylaws. Any director or any officer elected or appointed by the stockholders or by the Board of Directors may be removed in such manner as shall be provided in the Bylaws.

- (d) The Board of Directors shall have power to make and alter Bylaws, subject to such restrictions upon the exercise of such power as are contained in these Article of Incorporation or the Bylaws and amendments thereto.
- (e) The Board of Directors shall have power, in its discretion, to fix, determine, and vary from time to time the amount to be retained as surplus and the amount or amounts to be set apart out of any of the funds of the Corporation available for dividends as working capital or a reserve or reserves for any proper purpose, and to abolish any such reserve in the manner in which it was created.
- (f) The Board of Directors shall have power, in its discretion, from time to time to determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of the Corporation, or any of them, other than the stock ledger, shall be open to the inspection of stockholders; and no stockholder shall have any right to inspect any account, book, or document of the Corporation, except as conferred by law or authorized by resolution of the directors or the stockholders.
- (g) Upon any sale, exchange, or other disposal of the property and/or assets of the Corporation, payment therefore may be made either to the Corporation or directly to the stockholders in proportion to their interests, upon the surrender of their respective stock certificates, or otherwise, as the Board of Directors may determine.
- (h) The right to cumulate votes in the election of directors shall not exist with respect to shares of stock of the Corporation.
- (i) In case the Corporation shall enter into any contract or transact any business with one or more of its directors, or with any firm of which any director is a member, or with any corporation or association of which any director is a stockholder, director, or officer, such contract or transaction shall not be invalidated or in any way affected by the fact that such director has or may have an interest therein which is or might be adverse to the interests of the Corporation, even though the vote of such director might have been necessary to obligate the Corporation upon such contract or transaction; provided, that the fact of such interest shall have been disclosed to the other directors or the stockholders of the Corporation, as the case may be, acting upon or with reference to such contract or transaction.
- (j) Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Florida may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for the Corporation, or on the application of trustees in dissolution or of any receiver or receivers appointed for the

Corporation under the provisions of the corporation statutes of the State of Florida, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as a consequence of such compromise or arrangement, said compromise or arrangement and said reorganization shall, if sanctioned by the court to which said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

ARTICLE XI AMENDMENT

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida.

ARTICLE XII EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE XIII LIMITATION OF LIABILITY

The Board of Directors and officers of the Corporation will not be personally liable for monetary damages to the Corporation or its shareholders for any mistake or error in judgment or for any act or omission believed in good faith to be within the scope of authority conferred or implied by the Articles of Incorporation or by the Corporation.

Any amendment to or repeal of this Article XIII shall not adversely affect any right or protection of a director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

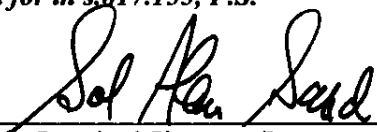
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Required Signature/Registered Agent

June 23, 2016
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.



Required Signature/Incorporator

June 23, 2016
Date

FILED
16 JUN 28 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FL 32304