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(Requestor's Name)

(Address)

(Address)

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☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAY - 2 2017

T SCHROEDER

COVER LETTER

TO: Charter Section
Division of Corporations

SUBJECT: SMART BRAINS 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:

GANNA SHAPOVAL
Contact Person

SMART BRAINS INC
Firm/Company

200 S BISCAYNE BLVD, SUITE 2790
Address

MIAMI, FL, 33131
City, State and Zip Code

GANNA.SHAPOVAL.SMARTBRAINS@YAHOO.COM
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

GANNA SHAPOVAL at (305) 714-9366 ; 786-461-6913
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 ☐ \$113.75 Filing Fees ☐ \$122.50 Filing Fees,
and Certificate of and Certified Copy Certified Copy, and
Status 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:

SMART BRAINS INC

Enter Name of Other Business Entity

2. The "Other Business Entity" is a S-CORP

(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 HAWAII, USA

(Enter state, or if a non-U.S. entity, the name of the country)

on 04/06/2015

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:

FLORIDA, USA

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation**:

SMART BRAINS 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.

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TALLAHASSEE, FLORIDA

Signed this 01 day of MAY, 20 17.

Required Signature for Florida Profit Corporation:

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: [Signature]

Printed Name: GAYNA SHAPOVAL Title: PRESIDENT/CEO

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

Signature: [Signature]

Printed Name: MARGO ANDRADE Title: DIRECTOR

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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 STATE CLERK OF STATE
 TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be: SMART BRAINS INC

ARTICLE II PRINCIPAL OFFICE

The principal place of business/ mailing address is:

Principal street address

Mailing address, if different is:

200 S BISCAYNE BLVD, SUITE 2790,
MIAMI, FL, 33131

200 S BISCAYNE BLVD, SUITE 2790,
MIAMI, FL, 33131

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

MARKETING AND ADVERTISING

ARTICLE IV SHARES

The number of shares of stock is: 100,000,000

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: GANNA SHADVAL, PRESIDENT/CEO Name and Title: _____

Address: 200 S BISCAYNE BLVD, SUITE 2790, Address: _____
MIAMI, FL, 33131

Name and Title: _____ Name and Title: _____

Address: _____ Address: _____

Name and Title: _____ Name and Title: _____

Address: _____ Address: _____

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TALLAHASSEE FLORIDA

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: GANNA SHAPOVAL

Address: 200 S BISCAYNE BLVD, SUITE 2790,
MIAMI, FL, 33131


ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Name: GANNA SHAPOVAL

Address: 200 S BISCAYNE BLVD, SUITE 2790,
MIAMI, FL, 33131

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

 / GANNA SHAPOVAL
Required Signature/Registered Agent

04/19/2017
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.

 / GANNA SHAPOVAL
Required Signature/Incorporator

04/19/2017
Date

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TALLAHASSEE, FLORIDA