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(Requestor's Name)

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(City/State/Zip/Phone #)

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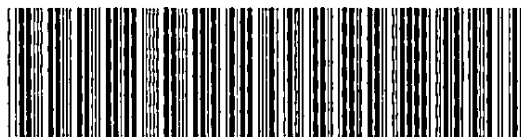
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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17 JUN 29 AM 11:24

T. BURCH
JUN 30 2017



FARMER & ASSOCIATES

ATTORNEYS AT LAW

PLLC

FIFTH THIRD CENTER
999 VANDERBILT BEACH ROAD
SUITE 501
NAPLES, FLORIDA 34108
TEL: 239.262.2040 • FAX: 239.262.2180

June 28, 2017

VIA FEDERAL EXPRESS DELIVERY

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

Re: Craft Capital USA, Inc. (the "Resulting Florida Profit Corporation")

Dear Sir or Madam:

On behalf of the Resulting Florida Profit Corporation, enclosed herewith for filing, please find the Certificate of Conversion and Articles of Incorporation. Also enclosed is our Firm's Check No. 5337 in the amount of \$122.50 (for the filing fees, Certified Copy and Certificate of Status) being 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 Farmer & Associates, PLLC, 999 Vanderbilt Beach Road, Suite 501, Naples, Florida 34108 using the enclosed, pre-paid Federal Express envelope. Also, please use the following email address for future annual report notification: afarmer@us-law.com.

Should you have any questions regarding the enclosed, please contact us at (239) 262-2040.

Very truly yours,

FARMER & ASSOCIATES, PLLC

Matthew H. Brown, Esq.

MHB/haf
Enclosures

cc: Robert Sabato (*w/enclosures via electronic mailing*)

**CERTIFICATE OF CONVERSION
FOR**

CRAFT CAPITAL USA, LLC
(a Florida limited liability company)

INTO

CRAFT CAPITAL USA, INC.
(a Florida corporation)

FILED
17 JUN 29 AM 11:24
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

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 § 607.1115, Florida Statutes.

ARTICLE I

Name

The name of the Other Business Entity immediately prior to filing this Certificate of Conversion is: CRAFT CAPITAL USA, LLC.

ARTICLE II

Entity Type

The Other Business Entity, CRAFT CAPITAL USA, LLC, is a Florida limited liability company first organized under the laws of Florida on August 10, 2015.

ARTICLE III

Name After Conversion

The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation is: CRAFT CAPITAL USA, INC.

ARTICLE IV

Terms of Conversion

The Plan of Conversion was approved by the converting Other Business Entity in accordance with the rules applicable to Florida Limited Liability Companies under §§ 605.1041 – 605.1046, F.S.

ARTICLE V

Effective Date

The effective date of the conversion shall be upon the date of filing this Certificate of Conversion.

ARTICLE VI
Compliance with Florida Law

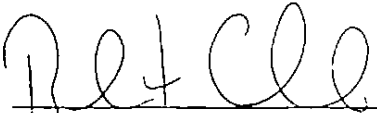
The conversion is permitted by the applicable Florida law and this conversion complies with such law in effecting the conversion.

ARTICLE VII
Current Existence

The "Other Business Entity" is currently active and exists on the Florida Department of State's official records under Document No. L15000136378.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Conversion, each affirming the facts stated in this Certificate of Conversion are true under § 817.155, F.S. on June 28, 2017.

CRAFT CAPITAL USA, LLC, a Florida limited liability company

By: 
Robert Sabato, Its Manager

CRAFT CAPITAL USA, INC., a Florida corporation

By: 
Robert Sabato, Its Director

**ARTICLES OF INCORPORATION
OF
CRAFT CAPITAL USA, INC., a Florida corporation**

THE UNDERSIGNED incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

FIRST: The name of the corporation is CRAFT CAPITAL USA, INC. (the "**Corporation**").

SECOND: The principal place of business and mailing address of the Corporation is: 23190 Fashion Drive, Suite 202, Estero, FL 33928.

THIRD: The Corporation is authorized to issue Two Hundred Thousand (200,000) shares in the aggregate, which shares shall be of a single class of common stock and shall have a par value of \$0.01 per share.

FOURTH: The name and street address of the initial registered agent of the Corporation is FARMER & ASSOCIATES, PLLC, 999 Vanderbilt Beach Road, Suite 501, Naples, FL 34108.

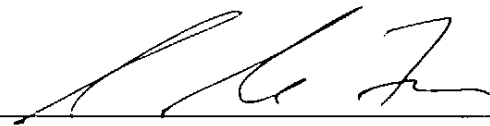
FIFTH: The name and address of the initial director is:

Robert Sabato
2-10 Queen Elizabeth Blvd.
Toronto, ON M8Z 1L8
Canada

FIFTH: The name and address of the incorporator is Aaron A. Farmer, Esq., c/o FARMER & ASSOCIATES, PLLC, 999 Vanderbilt Beach Road, Suite 501, Naples, FL 34108.

NOW, THEREFORE, for the purpose of forming this Corporation under the laws of the State of Florida, the undersigned, constituting the sole incorporator of this Corporation, has executed these Articles of Incorporation this 28 day of June, 2017.

INCORPORATOR:



Aaron A. Farmer, Esq.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

1. The name of the corporation is: CRAFT CAPITAL USA, INC.
2. The name and address of the registered agent and office is:

FARMER & ASSOCIATES, PLLC
999 Vanderbilt Beach Road, Suite 501
Naples, FL 34108

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 statutes 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.

FARMER & ASSOCIATES, PLLC, a Florida
professional limited liability company, Initial
Registered Agent

By: _____

Aaron A. Farmer, Its Manager

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17 JUN 29 AM 11:25
CLERK OF COURT
CLERK OF COURT