

P17 0000 9283 1

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

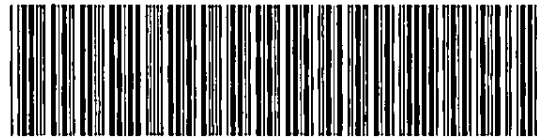
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



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11/17/17--01013--003 \*\*105.00

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17 NOV 20 AM 11:46  
CLERK OF STATE  
AT TALLAHASSEE, FLORIDA

T. BURCH  
NOV 21 2017

T. BURCH  
2017

**COVER LETTER**

**TO:** Charter Section  
Division of Corporations

**SUBJECT:** Ambra Education, 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:

Francisco Neto

\_\_\_\_\_  
Contact Person

Ambra College

\_\_\_\_\_  
Firm/Company

37 N. Orange Ave Ste 500

\_\_\_\_\_  
Address

Orlando, FL 32801

\_\_\_\_\_  
City, State and Zip Code

francisco@ambra.education

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

For further information concerning this matter, please call:

Francisco Neto

at ( 407 ) 3530679

\_\_\_\_\_  
Name of Contact Person

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

FILED

17 NOV 20 AM 11:47

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:

American College of Brazilian Studies, 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 05/28/2008

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**:

Ambra Education, Inc.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: 01/01/2018

(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 13 day of November, 2017.

**Required Signature for Florida Profit Corporation:**

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

Incorporator: Francisco Neto

Printed Name: Francisco Neto Title: Director

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

Signature: Francisco Neto

Printed Name: Francisco Neto Title: Managing Member

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)

**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: Ambra Education, Inc.

**ARTICLE II    PRINCIPAL OFFICE**

The principal place of business/mailing address is:

Principal street address  
37 N. Orange Ave Ste 500  
Orlando, FL 32801

Mailing address, if different is:

**ARTICLE III    PURPOSE**

The purpose for which the corporation is organized is:

To provide quality higher education to Brazilian adult expatriates living in Florida and abroad.

**ARTICLE IV    SHARES**

The number of shares of stock is: 20,000,000.00 common stock

**ARTICLE V    INITIAL OFFICERS AND/OR DIRECTORS**

Name and Title: Francisco Neto - Director  
Address: 37 N. Orange Ave Ste 500  
Orlando, FL 32801

Name and Title: Alfredo Freitas - Director  
Address: 37 N. Orange Ave Ste 500  
Orlando, FL 32801

Name and Title:  
Address:

Name and Title:  
Address:

Name and Title:  
Address:

Name and Title:  
Address:

**ARTICLE VI REGISTERED AGENT**

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

Name: Francisco Neto  
Address: 37 N. Orange Ave Ste 500  
Orlando, FL 32801

**ARTICLE VII INCORPORATOR**

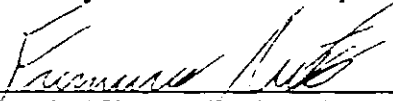
The **name and address** of the Incorporator is:

Name: Francisco Neto  
Address: 37 N. Orange Ave Ste 500  
Orlando, FL 32801

FILED  
17 NOV 20 AM 11:47  
CLERK OF CIRCUIT COURT  
JULIA H. STEELE, CLERK  
ORLANDO, FLORIDA

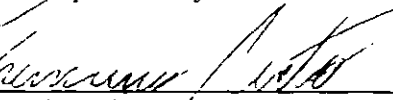
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*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity*

  
Required Signature/Registered Agent

11/13/2017  
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.*

  
Required Signature/Incorporator

11/13/2017  
Date