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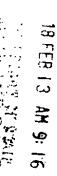
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February 12, 2018

#### Via Federal Express

Florida Department of State Clifton Building 2261 Executive Center Circle Tallahassee, Florida 32301

Re: Articles of Conversion and Articles of Incorporation

Dear Sir/Madam:

Please find enclosed for filing the following documents:

- 1. Articles of Conversion for ScoMar Contracting Services, Inc., a Virginia corporation into ScoMar Contracting Services, Inc., a Florida corporation.
- 2. Articles of Organization of ScoMar Contracting Services, Inc., a Florida corporation.

Also enclosed is my firm's check in the amount of \$105 to cover the filing fee for both filings. Upon filing, please return a file stamped copy to my attention by facsimile to (904) 567-1066 or please send a copy to my attention at the address below.

If you have any questions, please do not hesitate to contact me directly at (904) 567-1177. Thank you for your assistance in this matter.

Sincerely,

Donna Ciancutti Paralegal

Encls.

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

This Certificate of Conversion <u>and attached Articles of Incorporation</u> 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:
ScoMar Contracting Services, Inc.
Enter Name of Other Business Entity
2. The "Other Business Entity" is a corporation
(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
(Enter state, or if a non-U.S. entity, the name of the country)
January 21, 2015 on
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:
N/A
4. The name of the Florida Profit Corporation as set forth in the <u>attached Articles of Incorporation:</u>
ScoMar Contracting Serivces, Inc.
Enter Name of Florida Profit Corporation
5. If not effective on the date of filing, enter the effective date:  (The effective date: Cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)  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.

Page 1 of 2

Signed this $12^{\frac{1}{2}}$ day of February	20
Required Signature for Florida Profit Corporation	<u>:</u>
Signature of Chairman, Dice Chairman Director, Offi Incorporator:	cer. or, if Directors or Officers have not been selected, an
_	
Required Signature(s) on behalf of Other Business	Entity: [See below for required signature(s).]
Signature:	<del>-</del>
Printed Name:	
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 Signature of one General Partner.	
If Florida Limited Partnership or Limited Liability Signatures of ALL General Partners.	Limited Partnership:
If Florida Limited Liability Company: Signature of a Member or Authorized Representative.	
All others: Signature of an authorized person.	
Fees:  Certificate of Conversion: Fees for Florida Articles of Incorporation: Certified Copy: Certificate of Status:	\$35.00 \$70.00 \$8.75 (Optional) \$8.75 (Optional)

#### ARTICLES OF INCORPORATION

OF

#### SCOMAR CONTRACTING SERVICES, INC.

The undersigned incorporator, for the purpose of forming a corporation in the state of Florida hereby adopts the following Articles of Incorporation.

#### Article I Name and Duration

The name of this corporation is ScoMar Contracting Services, Inc. ("Corporation"). The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

## Article II Principal Office

The address of the principal office and mailing address of the Corporation in the State of Florida is 216 Eagle Rock Drive, Ponte Vedra Beach, Florida 32081.

#### Article III Capital Stock

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is one thousand (1,000) shares having no par value.

#### Article IV Registered Office and Agent

The street address of the registered office of this Corporation is 816 A1A North, Suite 204, Ponte Vedra Beach, Florida 32082 and the name of the registered agent of this Corporation at that address is RezLegal, LLC.

#### Article V Directors

1. This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The manner of selection of directors shall be as provided in the Bylaws.

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2. The name and street address of the sole member of the Board of Directors of this Corporation is:

<u>Name</u> <u>Address</u>

Mark Puster 216 Eagle Rock Drive

Ponte Vedra Beach, Florida 32081

3. 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 VI Officers

The Officers of the Company are as follows:

President, Secretary & Treasurer: Mark Puster

#### Article VII 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 the amendment or repeal by the Board of Directors.

## Article VIII Incorporator

The name and street address of the incorporator of this Corporation is Mark Puster, 216 Eagle Rock Drive, Ponte Vedra Beach, Florida 32081.

## Article IX Amendment

This 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 any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the  $\frac{12^{18}}{2}$  day of February, 2018.

Mark Puster, Incorporator

## CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA

In compliance with Sections 48.091, 607.0501, 607.0505 and 621.13, Florida Statutes, the following is submitted:

ScoMar Contracting Services, Inc. desiring to organize or qualify under the laws of the State of Florida hereby designates RezLegal, LLC, as its registered agent to accept service of process within the State of Florida, and the address of its registered office shall be 816 A1A North, Suite 204. Ponte Vedra Beach, Florida 32082.

February 12<sup>th</sup>, 2018

Mark Puster, President

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

February  $12^{11}$ , 2018

RezLegal, LLC

Registered Agent

J. David Jeans, Vice President