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(Requestor's Name)

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(City/State/Zip/Phone #)

☐ PICK-UP    ☐ WAIT    ☐ MAIL

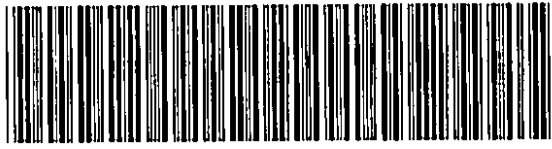
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

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

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TALLAHASSEE, FLORIDA

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**COVER LETTER**

**TO:** Charter Section  
Division of Corporations

**SUBJECT:** Brooklyn Fitboxing USA, 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:

Teresa L De La Rosa, C.P.A.

Contact Person

Teresa L. De La Rosa, C.P.A., P.A.

Firm/Company

814 Ponce De Leon Blvd Suite 204

Address

Coral Gables, FL 33134

City, State and Zip Code

teresa@delarosacpafirm.com

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

For further information concerning this matter, please call:

Teresa De La Rosa at ( 305 ) 385-1099  
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:

Brooklyn Fitboxing USA, LLC

LLC - Q25 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 05/11/2016

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:

N/A

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

Brooklyn Fitboxing USA, Inc.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: N/A

(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.

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Signed this \_\_\_\_\_ day of December, 20<sup>18</sup>.

**Required Signature for Florida Profit Corporation:**

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

Printed Name: Juan Pablo Nebrera Title: President and Director

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

Signature: \_\_\_\_\_

Printed Name: Brookfit USA, S.L., by Juan Pablo Nebrera Title: Managing 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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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: Brooklyn Fitboxing USA, Inc.

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business/mailling address is:

Principal street address

814 Ponce De Leon Blvd

Suite 204

Coral Gables, FL 33134

Mailing address, if different is:

**ARTICLE III PURPOSE**

The purpose for which the corporation is organized is:

To transact any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act

as it now exists or may hereafter be amended or supplemented.

**ARTICLE IV SHARES**

The number of shares of stock is: 10,000,000

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

Name and Title: Juan Pablo Nebrera, President, Treasurer, and Director Name and Title: Miguel de Pablos, Director

Address: alle Maria de Maeztu 116 Portal C 2ºC

Madrid, Spain

Address: Calle Isabel Colbrand 10

Madrid, Spain

Name and Title: Shery Christopher, Secretary and Director

Address: 2114 W Grant Rd. #66

Tucson, AZ 85745

Name and Title: \_\_\_\_\_

Address: \_\_\_\_\_

Name and Title: Michael Chirico, Director

Address: 24 Bronxville Glen Dr. #14

Bronxville, NY 10708

Name and Title: \_\_\_\_\_

Address: \_\_\_\_\_

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TALLAHASSEE, FLORIDA

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**ARTICLE VI REGISTERED AGENT**

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

Name: Teresa L. De La Rosa, C.P.A., P.A.

Address: 814 Ponce De Leon Blvd, Suite 204

Coral Gables, FL 33134

**ARTICLE VII INCORPORATOR**

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

Name: R. Scott Tobin

Address: 434 Fayetteville Street, Suite 2800

Raleigh, NC 27601

\*\*\*\*\*

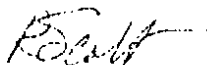
*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity*



\_\_\_\_\_  
Required Signature/Registered Agent

\_\_\_\_\_  
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

December 7, 2018

\_\_\_\_\_  
Date

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TALLAHASSEE, FLORIDA  
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