

P19000057897

(Requestor's Name)

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(City/State/Zip/Phone #)

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(Business Entity Name)

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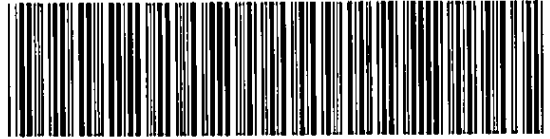
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SECONDARY OF STATE
TALLAHASSEE, FLORIDA

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19 JUL 23 PM 3:39

ALLAHAMMAD, FLORIDA

Incorporating Services, Ltd.

1540 Glenway Drive
Tallahassee, FL 32301
850.656.7956
Fax: 850.656.7953
www.Incserv.com
e-mail: accounting@incserv.com

ORDER FORM

TO Florida Department of State
Division of Corporations, Clifton
Building
2661 Executive Center Circle
Tallahassee, FL 32301
corphelp@dos.myflorida.com
850-245-6051

FROM Melissa Stops
mstops@incserv.com
850.656.7953

REQUEST DATE 7/23/2019

PRIORITY Routine

OUR REF # (Order ID#) 758931

ORDER ENTITY

JFC - JUERGEN FITSCHEN & CO. INTERNATIONALE FINANZDIENSTLEISTUNGEN AG.

PLEASE PERFORM THE FOLLOWING SERVICES:

JFC - JUERGEN FITSCHEN & CO. INTERNATIONALE FINANZDIENSTLEISTUNGEN AG. (FL)

File the attached conversion document

JFC - JUERGEN FITSCHEN & CO. INTERNATIONALE FINANZDIENSTLEISTUNGEN AG. (FL)

New corp filing

NOTES:

\$105.00 Authorized Please honor the original submission date as the file date.

Email address for annual report reminders: twite@sundocfilings.com

RETURN/FORWARDING INSTRUCTIONS:

ACCOUNT NUMBER: I20050000052

Please bill the above referenced account for this order.

If you have any questions please contact me at 656-7956,

Sincerely,



Please bill us for your services and be sure to include our reference number on the invoice and courier package if applicable. For UCC orders, please include the thru date on the results.

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:

E.J. STIELL & CO. INC.
Enter Name of Other Business
Entity

2. The "Other Business Entity" is a Wisconsin For-Profit Corporation
first organized, formed or incorporated under the laws of Wisconsin on **March 15, 1938.**

3. The "Other Business Entity" Employer Identification Number ("EIN") is: **84-2452412**

4. The name of the Florida Profit Corporation as set forth

Signed this 25th day of July, 2019

Required Signature for Florida Profit Corporation:



Paul Cambria, President & CEO

Required Signature(s) on behalf of Other Business Entity:



Paul Cambria, President & CEO

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19 JUL 23 PM 3:39
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

E.J. STIELL & CO. INC.

Incorporated on March 15th, 1938

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 NAME & FEDERAL REGISTRATION NUMBER(S)

The name of the Corporation is **E.J. STIELL & CO. INC.**, (hereinafter, "Corporation"). The Employer Identification Number ("EIN") is: **84-2452412**

ARTICLE 2 PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 PRINCIPLE OFFICE & MAILING ADDRESS

The address of the principle office of this Corporation is 5850 T.G. Lee Blvd, suite 100, Orlando, Florida 32822 and the mailing address is:

6441 S Chickasaw Trail, unit# 237

Orlando, Florida 32829

United States of America

ARTICLE 4 INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Paul Cambria

6441 S Chickasaw Trail, unit# 237

Orlando, Florida 32829

United States of America

ARTICLE 5 OFFICERS

Paul Cambria, President & CEO

Sonja Haug Cambria, Vice-President

Nebi Cambria, Chairman & Treasurer

Gianluca Cambria, Secretary

United States of America Whose mailing addresses shall be the same as the principal office of the Corporation.

ARTICLE 6 DIRECTOR(S)

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CLERK OF DISTRICT COURT
JUL 23 2019

The Director of the Corporation shall be:

Paul Cambria
6441 S Chickasaw Trail, unit# 237
Orlando, Florida 32829
United States of America

ARTICLE 7 CORPORATE CAPITALIZATION

The maximum number of common shares that this Corporation is authorized to have outstanding at any time is hundred-million (100,000,000) shares of stock at the par value of one U.S. Dollar (\$1.00) each.

The share capital of the Corporation is ten million U.S. Dollars (\$10,000,000.00) divided in 10,000,000 shares of common stock at the par value of one U.S. Dollar (\$1.00) each.

All holders of shares of common stock shall be identical with each other in every respect and shall be entitled to have unlimited voting rights on all shares and shall be entitled to one vote for each share on all matters on which shareholders have the right to vote, and,

All holders of shares of common stock, upon dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation after distribution has been completed to any preferred shareholder,
, and,

Upon Dissolution, whether voluntary or involuntary, the holders of preferred shares shall first be entitled to receive, out of the net assets of the Corporation, the par value of their shares plus any unpaid accumulated dividends, without interest. All of the assets, if any, thereafter remaining shall be distributed among the holders of the common shares. The consolidation or merger of the Corporation or Corporations, or a sale of all or substantially all of the assets of the Corporation, shall not be construed as a dissolution, liquidation or winding up of the Corporation within the meaning hereof.

No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

The Board of Directors of the Corporation may authorize the issuance from time to time of share of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

The Board of Directors of the Corporation may, by restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8 SHAREHOLDERS RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders Restrictive Agreement containing numerous restrictions on the rights of the shareholders of the Corporation and the transferability of the shares of stock of the Corporation. A copy of the shareholders Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 9 POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these

Articles of Incorporation.

ARTICLE 10 TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 11 REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 12 REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the registered agent of this Corporation is:

Paul Cambria
6441 S Chickasaw Trail, unit# 237
Orlando, Florida 32829
United States of America

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

July 25, 2019

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

July 25, 2019

Date

ARTICLE 13 BYLAWS

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 14 EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 15 AMENDMENT

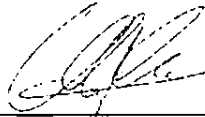
The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation in the attached Articles of Incorporation:

Signed this 25th day of July, 2019

Required Signature for Florida Profit Corporation:

Signature of Authorized Officer: _____

Printed Name: Paul Cambria Title: President & CEO



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

Signature of Authorized Officer: _____

Printed Name: Paul Cambria Title: President & CEO



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ALL AMENDMENTS
AND STATEMENTS
OF INFORMATION

United States of America

State of Wisconsin

DEPARTMENT OF FINANCIAL INSTITUTIONS

Division of Corporate & Consumer Services



To All to Whom These Presents Shall Come, Greeting:

I, Mary Ann McCoshen, Administrator of the Division of Corporate and Consumer Services, Department of Financial Institutions, do hereby certify that

E.J. STIELL & CO. INC.

is a domestic corporation or a domestic limited liability company organized under the laws of this state and that its date of incorporation or organization is March 15, 1938.

I further certify that said corporation or limited liability company has not yet completed its initial report year and, accordingly, has not yet filed an annual report under ss. 180.1622, 180.1921, 181.1622 or 183.0120 Wis. Stats., and that said corporation or limited liability company has not filed articles of dissolution.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the official seal of the Department on July 19, 2019.

A handwritten signature in cursive script, reading "Mary Ann McCoshen".

MARY ANN MCCOSHEN, Administrator
Division of Corporate and Consumer Services
Department of Financial Institutions

DFI/Corp/33

To validate the authenticity of this certificate

Visit this web address: <http://www.wdfi.org/apps/ccs/verify/>

Enter this code: 249074-D49FCFF1