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COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Gem City Food and Beverage Distributors Inc.

Name of Resulting Florida Profit Corporation

The enclosed Articles of Conversion, Articles of Incorporation, and fees are submitted to convert the following eligible entity into a "Florida Profit Corporation" in accordance with ss. 607.11933 & 607.0202, F.S.

Please return all correspondence concerning this matter to:

Lisa Scarangella

Contact Person

Firm/Company

17388 Boca Club Blvd #205

Address

Boca Raton, FL 33487

City, State and Zip Code

lisascaran@gmail.com

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

For further information concerning this matter, please call:

Lisa Scarangella at (954) 803-0409

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 Status and Certified Copy Certified Copy, and Certificate of Status

Mailing Address:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

New Filing Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Articles of Conversion
For
Converting Eligible Entity
Into
Florida Profit Corporation

The Articles of Conversion **and attached Articles of Incorporation** are submitted to convert the following **eligible business entity** into a Florida Profit Corporation in accordance with ss. 607.11933 & 607.0202, Florida Statutes.

1. The name of the Converting Entity immediately prior to the filing of the Articles of Conversion is:
GEM CITY FOOD AND BEVERAGE DISTRIBUTORS INC.

Enter Name of the Converting Entity

2. The converting entity is a **S 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 **Delaware**
(Enter state, or if a non-U.S. entity, the name of the country)

on **01/04/2021**

Enter date "Converting Entity" was first organized, formed or incorporated.

3. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation:**
GEM CITY FOOD AND BEVERAGE DISTRIBUTORS INC.

Enter Name of Florida Profit Corporation

4. This conversion was approved by the eligible converting entity in accordance with this chapter and the laws of its current/organic jurisdiction.

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.)

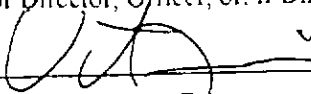
Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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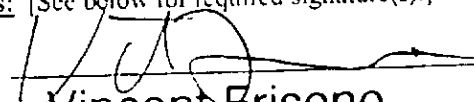
Signed this 20 day of January, 2022

Required Signature for Florida Profit Corporation:

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


Printed Name: Vincent Frisone Title President

Required Signature(s) on behalf of Converting Florida partnerships, limited partnerships, and limited liability companies: [See below for required signature(s).]

Signature: 
Printed Name: Vincent Frisone Title President

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:

Articles 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
FOR RESULTING FLORIDA PROFIT CORPORATION
In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be Gem City Food and Beverage Distributors Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is

Principal street address

Mailing address, if different is:

17388 Boca Club Blvd #205
Boca Raton, FL 33487

ARTICLE III PURPOSE

The purpose for which the corporation is organized is

The purpose of the Corporation is to engage in any lawful
activity for which corporations may be organized under Florida General Corporation Law

ARTICLE IV SHARES

The number of shares of stock is: 100

ARTICLE V OFFICERS AND/OR DIRECTORS

Name and Title: Vincent Frisone, President

Name and Title: _____

Address: 17388 Boca Club Blvd #205

Address: _____

Boca Raton, FL 33487

Name and Title: _____

Name and Title: _____

Address: _____

Address: _____

Name and Title: _____

Name and Title: _____

Address: _____

Address: _____

ARTICLE VI REGISTERED AGENT

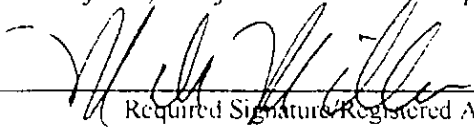
The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is

Name Maribel Plariza Miller

Address 17388 Boca Club Blvd #205

Boca Raton, FL 33487

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

01/20/22

Date

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