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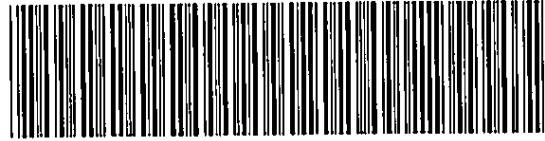
(Business Entity Name)

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COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Innovated Software, 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:

Rebecca Wilbur

Contact Person

Forward Law Firm, P.A.

Firm/Company

PO Box 948075

Address

Maitland, FL 32794

City, State and Zip Code

JADUENAS@smarttracker.health

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

For further information concerning this matter, please call:

Rebecca Wilbur

Name of Contact Person

at (407) 621-4213

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- ☐ \$105.00 Filing Fees ☒ \$113.75 Filing Fees and Certificate of Status ☐ \$113.75 Filing Fees and Certified Copy ☐ \$122.50 Filing Fees, 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

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**ARTICLES OF CONVERSION
OF
INNOVATED SOFTWARE, LLC**

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Pursuant to the Florida Revised Limited Liability Company Act (the "Act"), the undersigned certifies these articles of Conversion on behalf of Innovated Software, LLC, a Florida limited liability company ("Company"), and states as follows:

1. The Converting Company:

The Company's name at the time it is converted is Innovated Software, LLC.

The Company is a Florida limited liability company governed by the laws of the state of Florida, Filed on June 19, 2018

2. The Converted Company:

The Company's name after conversion shall be Innovated Software, Inc.

After conversion, the Company shall be a Florida for-profit corporation governed by the laws of the state of Florida.

3. Authorization of Conversion:

The Company has a Plan of Conversion.

The Company's Plan of Conversion has been approved by all the Managers and Members of the Company in accordance with §§ 605.1041-605.1046, Fla. Stat., including by each member of the converting entity who as a result of the conversion will have interest holder liability under § 605.1043(1)(b), Fla. Stat. and whose approval is required.

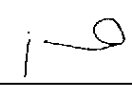
The plan of conversion has been approved in accordance with all applicable statutes.

4. The Other Terms and Conditions of the Conversion:

Attached please find the Articles of Incorporation for the Converted Company

The converted Company has agreed to pay any members having appraisal rights the amount to which such members are entitled under §§ 605.1006 and 605.1061-605.1072, Fla. Stat.

These Articles of Conversion and the Conversion of the Company are effective as of the date these Articles of Conversion are filed with the state of Florida pursuant to § 605.1045(4).



Jose A. Duenas, Manager

1 Incorporator

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Articles of Conversion

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ARTICLES OF INCORPORATION FOR A FLORIDA FOR PROFIT CORPORATION

The undersigned Incorporator, pursuant to the provisions of Chapter 607 of the Florida Statutes also known as the Florida Business Corporation Act (the "Act") desires to convert to a corporation named Innovated Software, Inc. ("Corporation") under the laws of the State of Florida by delivering to the Department of State of the State of Florida these Articles of Incorporation, in accordance with the provisions of the Act.

ARTICLE ONE NAME

The name of the corporation, that satisfies the requirements of the Act, is:

Innovated Software, Inc.

ARTICLE TWO ADDRESSES

The principal office address of the Corporation, is:

4327 S. Hwy 27, Suite 146
Clermont, FL 34711

The mailing address of the Corporation is:

4327 S. Hwy 27, Suite 146
Clermont, FL 34711

ARTICLE THREE PURPOSES

The Corporation is formed to engage in any business lawful and permitted under the laws of the State of Florida, and to do anything corporations are permitted to do under provisions of the Act, as amended from time to time.

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**ARTICLE FOUR
DURATION**

The Corporation's duration is perpetual.

**ARTICLE FIVE
REGISTERED AGENT**

The name and address of the Corporation's initial Registered Agent in the State of Florida is:

Assured Compliance Services, LLC
1615 Woodward St.
Orlando, FL 32803

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. This acceptance is made pursuant to Section 607.0501(3) of the Act.

ASSURED COMPLIANCE SERVICES,
LLC.

By: 
Philip K. Calandrino, Manager

**ARTICLE SIX
AUTHORIZED STOCK**

The total number of shares of stock that the Corporation has authority to issue is 200,000 shares of Common Stock without par value, all of one class.

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ARTICLE SEVEN PREEMPTIVE SHAREHOLDER RIGHTS

The shareholders of the Corporation have preemptive rights to acquire additional shares issued by the Corporation and may further outline their preemptive rights in a written agreement amongst themselves.

ARTICLE EIGHT STOCK TRANSFER RESTRICTIONS

Except as otherwise provided in these Articles, the Act, the Bylaws or in a separate agreement among the shareholders, no shareholder may sell, assign, pledge, or otherwise transfer any of the Corporation's shares of stock or any right or interest in them, whether voluntarily, by operation of law, by gift, or otherwise.

ARTICLE NINE CERTIFICATES OF STOCK

Notwithstanding any oral or written agreement to the contrary, the Corporation shall not issue stock without certificates, pursuant to Section 607.0626 of the Act. A person or entity who is a prospective shareholder of the Corporation does not attain status as a shareholder unless the Corporation has issued a certificate evidencing the Common Stock owned by that person or entity. The certificate need not be sealed. The certificate may be dated on a date that is different from the date of its execution, and, if so dated, a prospective shareholder's status as a shareholder is thereby made effective retroactively or prospectively according to the date written on the certificate. The certificate shall be in digital form and maintained by the Corporation.

ARTICLE TEN EFFECTS OF FORECLOSURE OR CHARGING ORDER ON STOCK

As long as the Corporation has more than one shareholder, the remedy of foreclosure or charging order on a judgment debtor's interest in the Corporation or against rights to distribution or dividends from the Corporation is not available, and if any attempt to foreclose on a shareholder's interest is successful, and the creditor is not a shareholder of the Corporation or a party controlled or under the direction of a shareholder of the Corporation, the Corporation shall immediately purchase the foreclosed interest, and the purchase price shall be \$1.00, provided that a shareholder remains owner of the

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Corporation. If any attempt to enforce a charging order is successful, and the creditor is not a shareholder of the Corporation or a party controlled or under the direction of a shareholder of the Corporation, the Corporation shall no longer issue distributions of profits or losses to the shareholder effected by such an order, until the effect of such an order is removed. Such distributions of profit and losses which would normally be issued to such shareholder effected by a charging order, but are withheld, shall be distributed to the remaining shareholders on a pro rata basis. Nothing in this section should be construed to reduce shareholder's debtor rights under the law.

ARTICLE ELEVEN SECURITY INTEREST

No party is granted a consensual security interest in the corporation or its assets to pursue the remedies available to a secured creditor without the written approval of all the corporation's directors.

ARTICLE TWELVE INCORPORATOR

The name and address of the Incorporator are as follows:

Jose A. Duenas
4327 S. Hwy 27, Suite 146
Clermont, FL 34711

ARTICLE THIRTEEN BOARD OF DIRECTORS

The Board of Directors will have at least one Director and may have more Directors as outlined by the Corporation's Bylaws. Newly created directorships resulting from any increase in the authorized number of Directors or any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office, or other cause will be filled by a majority vote of the remaining Directors, though less than a quorum. These interim Directors will hold office for a term that expires at the next annual or special meeting of shareholders, at which time the shareholders will elect the successors.

The Board of Directors will fix by resolution the compensation or salary paid for attendance at each regular or special meeting of the Board in which a Director actually

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participates. Each Director will be reimbursed for all out-of-pocket expenses reasonably incurred in connection with performing the duties of a Director.

The name and address of the Initial Director of the Corporation are as follows:

Jose A. Duenas
4327 S. Hwy 27, Suite 146
Clermont, FL 34711

ARTICLE FOURTEEN LIMITATIONS ON AUTHORITY OF BOARD OF DIRECTORS

Even after due authorization, approval, or advice of the action by the Board of Directors as required by law, any of the following corporate actions also require approval by the shareholders by an affirmative vote of a majority of the votes entitled to be cast to be effective and valid: Election and removal of Directors;

ARTICLE FIFTEEN RELEASE FROM PERSONAL LIABILITY

A Director will not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a Director, except liability for:

- the amount of a financial benefit received by a Director to which he or she is not entitled under Florida law;
- an intentional infliction of harm on the Corporation or the shareholders, individually or collectively;
- any distribution for which a Director votes that is not lawful under Florida law; or
- an intentional violation of criminal law.

ARTICLE SIXTEEN INDEMNIFICATION

The Corporation must indemnify every Director and/or officer—and his or her heirs, executors, and administrators—against expenses actually and reasonably incurred by him or her, as well as any amount paid upon judgment, in connection with any civil or criminal action, suit, or proceeding to which he or she may be made a party by reason of having been a Director or officer of the Corporation. But this indemnification excludes any action resulting in the liability of the Corporation for:

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- a financial benefit received by a Director or officer to which he or she is not entitled under Florida law;
- an intentional infliction of harm on the Corporation or the shareholders, individually or collectively;
- any distribution for which a Director or officer votes or approves that is not lawful under Florida law; or
- an intentional violation of criminal law.

**ARTICLE SEVENTEEN
POWER TO ENACT, AMEND, AND REPEAL BYLAWS**

The Corporation's Board of Directors holds the exclusive power to make, alter, amend, or repeal the Corporation's Bylaws.

**ARTICLE EIGHTEEN
EFFECTIVE DATE**

These Articles of Incorporation are made effective as of the date filed with the state.

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in §817.155, Florida Statutes.



Jose A. Duenas, Incorporator

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