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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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WAIT

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MAIL

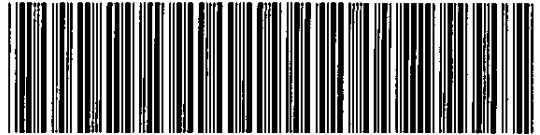
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Office Use Only



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 FEB -4 AM 10:58

T. Hampton FEB 06 2008

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Hem-Mark, Inc.

(Name of Florida Profit Corporation)

The enclosed Certificate of Conversion and fee(s) are submitted to convert a Florida Profit Corporation into an "Other Business Entity" in accordance with s. 607.1113, F.S.

Please return all correspondence concerning this matter to:

Charles L. Winkelman

(Contact Person)

Hem-Mark, Inc.

(Firm/Company)

780 N.E. 69th Street, #1207

(Address)

Miami, Florida 33138

(City, State and Zip Code)

For further information concerning this matter, please call:

Charles L. Winkelman at (305) 428-0889

(Name of Contact Person)

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$35.00 Filing Fee

☐ \$43.75 Filing Fee
and Certificate of
Status

☐ \$43.75 Filing Fee
and Certified Copy

☐ \$52.50 Filing Fee,
Certified Copy, and
Certificate of Status

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

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

THE LOEV LAW FIRM, PC
6300 West Loop South, Suite 280
Bellaire, Texas 77401
Telephone: (713) 524-4110
Facsimile: (713) 524-4122

January 30, 2008

Florida Department of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Certificate of Conversion for Hem-Mark, Inc.

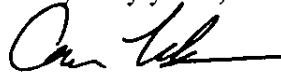
Dear Madam or Sir:

Please find in this letter the following items:

- 1) A form Cover Letter
- 2) A Certificate of Conversion; and
- 3) A check in the amount of \$35.00.

If you have any questions regarding the information provided above, feel free to contact me at (713) 524-4110.

Very truly yours,



Cameron Taber

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

This Certificate of Conversion is submitted to convert the following **Florida Profit Corporation into an "Other Business Entity"** in accordance with s. 607.1113, Florida Statutes.

1. The name of the Florida Profit Corporation converting into the "Other Business Entity" is:

Hem-Mark, Inc.

(Enter Name of Florida Profit Corporation)

2. The name of the "Other Business Entity" is:

Hem-Mark, Inc.

(Enter Name of "Other Business Entity")

3. The "Other Business Entity" is a **Corporation**
(Enter entity type. Example: limited liability company, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

organized, formed or incorporated under the laws of **Nevada**
(Enter state, or if a non-U.S. entity, the name of the country)

4. The above referenced Florida Profit Corporation has converted into an "Other Business Entity" in compliance with Chapter 607, F.S., and the conversion complies with the applicable laws governing the "Other Business Entity."

5. The plan of conversion was approved by the converting Florida Profit Corporation in accordance with Chapter 607, F.S.

6. If applicable, the written consent of each shareholder who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to s. 607.1112(6), F.S.

7. This conversion was effective under the laws governing the "Other Business Entity"

on: **January**, **2008**

8. This conversion shall be effective in Florida on: January, 2008.
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date of the conversion under the laws governing the "Other Business Entity.")

9. The "Other Business Entity's" principal office address, if any:
780 N.E. 69th Street, #1207, Miami, Florida 33138

10. If the "Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Other Business Entity":

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida profit corporation, including any appraisal rights of shareholders of the converting Florida profit corporation under ss. 607.1301-607.1333, Florida Statutes.

b.) Lists the following street and mailing address of an office, which the Florida Department of State may use for purposes of s. 607.1114(4), Florida Statutes.

Street Address: 780 N.E. 69th Street, #1207, Miami, Florida 33138

Mailing Address: 780 N.E. 69th Street, #1207, Miami, Florida 33138

11. The "Other Business Entity" has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under ss.607-1301-607.1333, F.S.

Signed this 16th day of January, 2008.

Signature: Charles L. Winkelman
(Must be signed by a Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.)

Printed Name: CHARLES L. WINKELMAN Title: PRESIDENT

Fees: Filing Fee: \$35.00
Certified Copy: \$8.75 (Optional)
Certificate of Status: \$8.75 (Optional)