

P93000045800

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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MAIL

(Business Entity Name)

(Document Number)

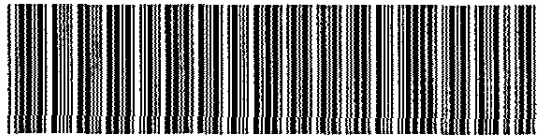
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE 10-15-07

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: VITECH AMERICA, 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:

MARK RENTSCHLER

(Contact Person)

DARWIN RESOURCES, INC.

(Firm/Company)

140 BROADWAY, 36th FLOOR

(Address)

New York, NY 10005

(City, State and Zip Code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

MARK RENTSCHLER

(Name of Contact Person)

at (702) 448 7113

(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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 5, 2007

MARK RENTSCHLER
DARWIN RESOURCES, INC.
140 BROADWAY, 36TH FLOOR
NEW YORK, NY 10005

SUBJECT: VITECH AMERICA, INC.
Ref. Number: P93000045800

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for VITECH AMERICA, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Certificate of Conversion must state the effective date of the conversion. The effective date cannot be prior to the date of filing nor more than 90 days after the date of filing and must be the same as the effective date of the conversion under the laws governing the other business entity.

The effective date cannot be prior to 10/02/07, the date received by this office.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6984.

Deborah Bruce
Regulatory Specialist II

Letter Number: 407A00058252

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:

VITECH AMERICA, INC. P93000045800
(Enter Name of Florida Profit Corporation)

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

DARWIN RECOURSES, 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 DELAWARE
(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: October 15, 2007

EFFECTIVE DATE 10-15-07

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TALLAHASSEE
FLORIDA

8. This conversion shall be effective in Florida on: October 15, 2007
(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:

140 BROADWAY, 36th FLOOR, NEW YORK, NY 10005

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.

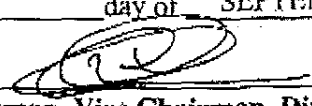
b.) Lists the following street and mailing address of an office, which the Florida Department of State may use for purposes of s. 607.1114(4), Florida Statutes.

Street Address: 140 BROADWAY, 36th FLOOR, NEW YORK, NY 10005

Mailing Address: 140 BROADWAY, 36th FLOOR, NEW YORK, NY 10005

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 28th day of SEPTEMBER 20 07

Signature: 

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

Printed Name: MARK RENTSCHLER Title: PRESIDENT & SECRETARY

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

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TALLAHASSEE, FLORIDA