

A1400000412

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

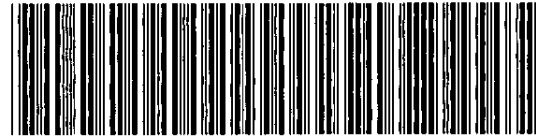
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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RECEIVED
DEPARTMENT OF STATE
BUREAU OF CORPORATIONS
2014 AUG 12 PM 3:45
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

FILED
2014 AUG 12 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUG 13 2014

CT

August 12, 2014

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 9233832 SO
Customer Reference 1: None Given
Customer Reference 2: None Given

Dear Department of State, Florida :

Please obtain the following:

AMPARTS, LP (FL)
Conversion
Florida

AMPARTS, LP (FL)
Formation
Florida

File 2nd

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092 .

Thank you very much for your help.

Sincerely,

Connie R Bryan
Senior Fulfillment Specialist
Connie.Bryan@wolterskluwer.com

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2014 AUG 12 AM 10: 29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF CONVERSION
FROM A TEXAS LIMITED PARTNERSHIP
TO A FLORIDA LIMITED PARTNERSHIP
PURSUANT TO THE TEXAS REVISED LIMITED PARTNERSHIP ACT
AND FLORIDA REVISED UNIFORM LIMITED PARTNERSHIP ACT**

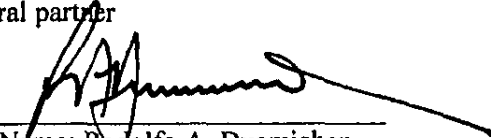
1. The name of the limited partnership is AMPARTS, LP (the "Converting Entity").
2. The date on which the original Certificate of Limited Partnership of the Converting Entity was filed with the Secretary of State of the State of Texas is January 24, 2002.
3. The Converting Entity is being converted into a Florida limited partnership.
4. The name of the Florida limited partnership into which the Converting Entity is herein being converted is AMPARTS, LP (the "Converted Entity").
5. The principal place of business of the Converted Entity shall be 8860 NW 18th Terrace, Doral, Florida 33172.
6. The conversion has been approved in accordance with the provisions of Chapter 620 of the Florida Statutes and Section 10.101 of the Texas Business Organization Code.
7. The conversion of the Converting Entity into the Converted Entity shall be effective as of the filing of this Certificate of Conversion and the Certificate of Limited Partnership of the Converted Entity with the Secretary of State of the State of Florida.
8. The conversion is permitted by the applicable law(s) governing the Converting Entity and the Converting Entity complies with such law(s) in effecting the conversion.
9. The Converting Entity currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

Dated: July 30, 2014.

CONVERTING ENTITY:

AMPARTS, LP, a Texas limited partnership

By: AMPARTS MANAGEMENT, LLC, its
general partner

By: 
Name: Rodolfo A. Duemichen
Title: Authorized Representative

CONVERTED ENTITY:

AMPARTS, LP, a Florida limited partnership

By: AMPARTS MANAGEMENT, LLC, its
general partner

By: 

Name: Rodolfo A. Duemichen

Title: Authorized Representative

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
AMPARTS, LP**

The undersigned, desiring to form a limited partnership (the "Limited Partnership") in accordance with the provisions of the Florida Revised Uniform Limited Partnership Act, as amended, hereby states as follows:

1. The name of the Limited Partnership is:

AMPARTS, LP.

2. The street address of the registered office of the Limited Partnership is:

8860 NW 18th Terrace
Doral, Florida 33172.

3. The name and address of the agent for service of process required to be maintained by Section 620.105, Florida Statutes, as amended, are:

C T Corporation System
1200 South Pine Island Road
Plantation, Florida 33324.

4. The name and business address of the general partner of the Limited Partnership are:

Amparts Management, LLC
8860 NW 18th Terrace
Doral, Florida 33172.

L14-126572

The execution of this Certificate of Limited Partnership by the undersigned general partners constitutes an affirmation that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the general partner of the Limited Partnership as of the 30 day of July, 2014.

GENERAL PARTNER:

AMPARTS MANAGEMENT, LLC,
its general partner

By: 


Name: Rodolfo A. Duemichen
Title: Authorized Representative

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for AMPARTS, LP at the place designated in Articles of Organization, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 620, F.S..

Dated as of August 6, 2014

CT CORPORATION SYSTEM

By: 
Madonna Cuddihy
Special Assistant Secretary

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2014 AUG 12 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA