

106000045376

00789-00524-001271

off date/rec 4/19

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

(Business Entity Name)

PO6-31678 Converting

(Document Number)

04/19/06--01027--005 \*\*185.00

Certified Copies 1 Certificates of Status 1

Special Instructions to Filing Officer:

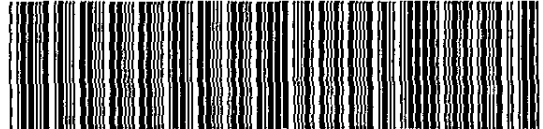
4/19 FL LLC Conversion

EFFECTIVE DATE  
4-19-06

02876 Ack Office Use Only

02877 CC

106-19111



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FILED  
06 APR 19 PM 2:40  
TALLAHASSEE FLORIDA

H. HODGES

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Biarritz Place, LLC  
(Name of Resulting Florida Limited Company)

The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 608.439, F.S.

Please return all correspondence concerning this matter to:

Ricardo Bermudez  
(Contact Person)  
Stillwater Development Group  
(Firm/Company)  
P.O. Box 416471  
(Address)  
Miami Beach, FL 33141  
(City, State and Zip Code)

For further information concerning this matter, please call:

Mariselle Gutierrez at ( 305 ) 867-4833  
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$150.00 Filing Fees (\$25 for Conversion & \$125 for Articles of Organization)     \$155.00 Filing Fees and Certificate of Status     \$180.00 Filing Fees and Certified Copy     \$185.00 Filing Fees, 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

April 24, 2006

RICARDO BERMUDEZ  
STILLWATER DEVELOPMENT GROUP  
P.O. BOX 416471  
MIAMI BEACH, FL 33141

SUBJECT: BIARRITZ PLACE, LLC  
Ref. Number: W06000019111

We have received your document for BIARRITZ PLACE, LLC and your check(s) totaling \$185.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date listed on the Certificate of Conversion cannot be prior to 4/19/06, 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) 245-6967.

Michelle Hodges  
Document Specialist

Letter Number: 506A00027881

**Certificate of Conversion**  
For  
**"Other Business Entity"**  
Into  
**Florida Limited Liability Company**

This Certificate of Conversion **and attached Articles of Organization** are submitted to convert the following **"Other Business Entity"** into a **Florida Limited Liability Company** in accordance with s.608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

Pole-31678

Biarritz Place Corporation

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a corporation.  
(Enter entity type. Example: corporation, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

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

on March 2, 2006.  
(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

N/A

4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization:

Biarritz Place, LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: April 19, 2006  
(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 listed in the attached Articles of Organization, if an effective date is listed therein.)

Signed this 27 day of April 20 06.

Signature of Authorized Person: Ricardo E. Bermudez

Printed Name: RICARDO E. BERMUDEZ Title: DIRECTOR

**Fees:**

|  |                    |
|--|--------------------|
| Certificate of Conversion:                 | \$25.00            |
| Fees for Florida Articles of Organization: | \$125.00           |
| Certified Copy:                            | \$30.00 (Optional) |
| Certificate of Status:                     | \$5.00 (Optional)  |

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I - Name:**

The name of the Limited Liability Company is:

Biarritz Place, LLC

(Must end with the words "Limited Liability Company," "Limited Company" or their abbreviation "LLC," or "L.C.,")

**ARTICLE II - Address:**

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

Mailing Address:

1940 Biarritz Dr.  
Suite 7  
Miami Beach, FL 33141

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:**

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

Ricardo E. Bermudez  
Name  
8240 SW 35 Terr  
Florida street address (P.O. Box **NOT** acceptable)  
Miami, FL 33155  
City, State, and Zip

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

06 APR 19 PM 2:40

FILED

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions 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 608, F.S.

Ricardo E. Bermudez  
Registered Agent's Signature (REQUIRED)

(CONTINUED)

**ARTICLE IV- Manager(s) or Managing Member(s):**

The name and address of each Manager or Managing Member is as follows:

**Title:**

"MGR" = Manager

"MGRM" = Managing Member

MGRM

MGRM

**Name and Address:**

Alonso G. Losada  
1940 Biarritz Dr #7  
Miami Beach, FL 33141

Ricardo E. Bermudez  
8240 SW 35 Ter  
Miami, FL 33155

(Use attachment if necessary)

**ARTICLE V:** Effective date, if other than the date of filing: \_\_\_\_\_

(OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

**REQUIRED SIGNATURE:**

  
Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Ricardo E. Bermudez  
Typed or printed name of signee

**Filing Fees:**

**\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent**

**\$ 30.00 Certified Copy (Optional)**

**\$ 5.00 Certificate of Status (Optional)**