

L06000123284

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

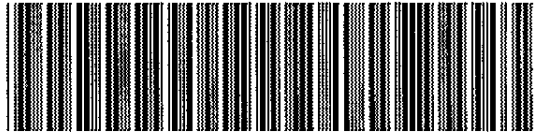
(Business Entity Name)

(Document Number)

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DEPUTY CLERK OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: RICKY SOTO

DATE: 12/29/2006

REF. #: 000150.61953

CORP. NAME: VIDA 18.COM INC. converting into VIDA 18.COM LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- | | | |
|--|---|--|
| ☐ ARTICLES OF INCORPORATION | ☐ ARTICLES OF AMENDMENT | ☐ ARTICLES OF DISSOLUTION |
| ☐ ANNUAL REPORT | ☐ TRADEMARK/SERVICE MARK | ☐ FICTITIOUS NAME |
| ☐ FOREIGN QUALIFICATION | ☐ LIMITED PARTNERSHIP | ☐ LIMITED LIABILITY |
| ☐ REINSTATEMENT | ☐ MERGER | ☐ WITHDRAWAL |
| ☐ CERTIFICATE OF CANCELLATION | | |

(XX) OTHER: CERTIFICATE OF CONVERSION

NEED ASAP FOR CLOSING, IF POSSIBLE!! THANKS!

STATE FEES PREPAID WITH CHECK# _____ FOR \$ 150.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|--------------------------------|
| ☐ CERTIFIED COPY | ☐ CERTIFICATE OF GOOD STANDING | (XX) PLAIN STAMPED COPY |
| ☐ CERTIFICATE OF STATUS | | |

Examiner's Initials

**CERTIFICATE OF CONVERSION
FOR
VIDA 18.COM INC.
INTO
VIDA 18.COM LLC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned duly authorized signor, on behalf of **VIDA 18.COM INC.**, a Florida corporation (the "Converting Corporation") and for the purpose of converting the Converting Corporation from a Florida corporation into a Florida limited liability company pursuant to §§607.1113 and 608.439 of the Florida Statutes, certifies that:

1. The name of the Converting Corporation at its incorporation and immediately prior to the filing of this Certificate of Conversion was VIDA 18.COM INC. *P99000069922*
2. The Converting Corporation is a corporation first incorporated under the laws of Florida on August 6, 1999.
3. The name of the limited liability company as set forth in the accompanying Articles of Organization is VIDA 18.COM LLC.
4. The above referenced Florida corporation has converted into a Florida limited liability company in accordance with Chapter 607, Florida Statutes, and the Conversion complies with Chapter 608, Florida Statutes, governing limited liability companies.
5. The Plan of Conversion was approved by the Converting Corporation in accordance with Chapter 607.
6. The written consent of the Board of Directors and all of the Shareholders who, as a result of the conversion, are now the Managers and limited liability Members, respectively, of the surviving entity was obtained pursuant to §607.1112(6).
7. The principal office address of VIDA 18.COM LLC shall be 7911 NW 21st Miami, FL 33122.
8. The effective date of filing for this Certificate of Conversion and the accompanying Articles of Organization shall be as of the date of filing.

[Signature on the following page]

IN WITNESS WHEREOF, the undersigned authorized person has executed this Certificate of Conversion as of the 30 day of December, 2006.

VIDA 18.COM INC.

By: 

Name: Jaime Peisach

Title: President

ARTICLES OF ORGANIZATION

OF

VIDA 18.COM LLC

ARTICLE I - Name

The name of the Limited Liability Company is VIDA 18.COM LLC (the "Company").

ARTICLE II - Address

The mailing address and street address of the principal office of the Company is 7911 NW 21st Miami, FL 33122.

ARTICLE III - Management

The Company shall be managed by its managers, as set forth in the company's Operating Agreement and is therefore a manager-managed Company.

ARTICLE IV- Registered Agent and Office

The name and street address of the Company's initial registered agent and office is CorpDirect Agents, Inc., 515 E. Park Avenue, Tallahassee, FL 32301.

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.

Dated this 30 day of December, 2006.



Jaime Peisach
Authorized Representative

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent and to accept service of process for the above stated limited liability company at the place designated in these Articles of Organization, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Florida Statutes Chapter 608.

Dated this 24th day of December, 2006

CorpDirect Agents, Inc.

By: Cynthia A. Hicks
Name: Cynthia A. Hicks
Title: VP