

LD9000004379

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

L. SELLERS

JAN 14 2009

EXAMINER

[Redacted Signature]

Office Use Only



300139456443

01/07/09--01037--015 **185.00

SECRETARY OF STATE
TALLAHASSEE FLORIDA
09 JAN 13 AM 8:03
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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: MIAMI CORPORATE SYSTEMS, 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:

SALOMON B. ESQUENAZI, ESQ.
(Contact Person)

RASCO REININGER PEREZ ESQUENAZI & VIGIL P.L.
(Firm/Company)

283 CATALONIA AVENUE, 2ND FLOOR
(Address)

CORAL GABLES, FL 33134
(City, State and Zip Code)

For further information concerning this matter, please call:

SALOMON B. ESQUENAZI at (305) 476-7100
(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

January 8, 2009

SALOMON B. ESQUENAZI, ESQ.
RASCO REININGER PEREZ ESQUENAZI & VIGIL
283 CATALONIA AVENUE, 2ND FLOOR
CORAL GABLES, FL 33133-4

SUBJECT: MIAMI CORPORATE SYSTEMS, LLC
Ref. Number: W09000000771

We have received your document for MIAMI CORPORATE SYSTEMS, 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 of the conversion 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 listed in the Florida Articles of Organization, if any.

In order for our office to return a filing via Federal Express, the airbill must list the sender and recipient as the same with your account number.,

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.

Leslie Sellers
Regulatory Specialist II

Letter Number: 809A00000613

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 **Florida Corporation into a Florida Limited Liability Company** in accordance with Section 608.439, Florida Statutes.

FIRST: The name of the Corporation immediately prior to filing this Certificate of Conversion was: **MIAMI CORPORATE SYSTEMS, INC.**

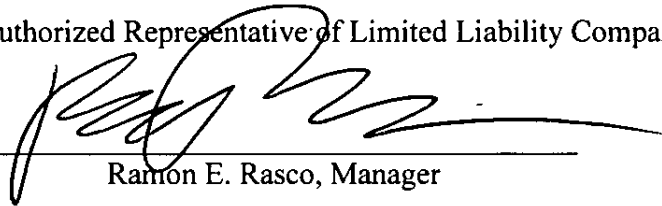
SECOND: **MIAMI CORPORATE SYSTEMS, INC** was first incorporated under the laws of the State of **FLORIDA on October 29, 1985** and the document number is: **H82954.**

THIRD: The name of the Florida limited liability company as set forth in the attached Articles of Organization is:

MIAMI CORPORATE SYSTEMS, LLC

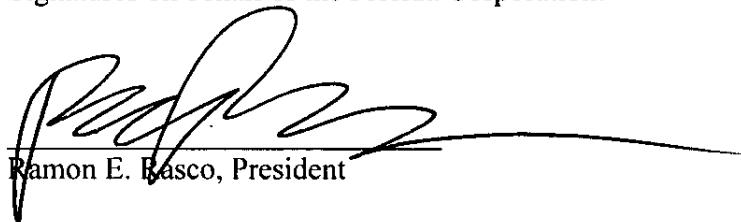
Signed this ____ day of January, 2009.

Signature of Member or Authorized Representative of Limited Liability Company



Ramon E. Rasco, Manager

Signatures on behalf of the Florida Corporation:



Ramon E. Rasco, President

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09 JAN 13 AM 8:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Audit No.:

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

ARTICLE I. Name

The name of the Limited Liability Company is:

MIAMI CORPORATE SYSTEMS, LLC

ARTICLE II. – Address

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

283 Catalonia Avenue, 2nd Floor
Coral Gables, FL 33134

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

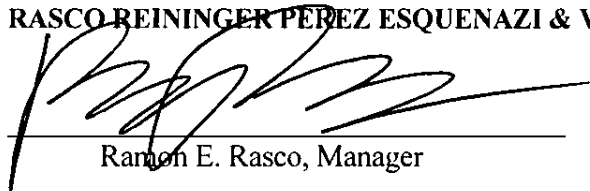
The name and the Florida street address of the registered agent are:

Rasco Reininger Perez Esquenazi & Vigil, P.L.
283 Catalonia Avenue, 2nd Floor
Coral Gables, Florida 33134

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.

REGISTERED AGENT:

RASCO REININGER PEREZ ESQUENAZI & VIGIL, P.L.



Ramon E. Rasco, Manager

Audit No:
This instrument was prepared by:
Salomon B. Esquenazi, Esq.
Rasco Reininger Perez Esquenazi & Vigil, P.L.
283 Catalonia Ave. 2nd. Floor
Coral Gables, Florida 33134
(305) 476-7100

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TALLAHASSEE FLORIDA

Audit No.

ARTICLE IV. – Management:

X The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager-managed company. The names and addresses of the managers who are to serve as initial managers are:

Ramon E. Rasco
283 Catalonia Avenue, 2nd Floor
Coral Gables, FL 33134

Steven R. Reininger
283 Catalonia Avenue, 2nd Floor
Coral Gables, FL 33134

Luis A. Perez
283 Catalonia Avenue, 2nd Floor
Coral Gables, FL 33134

Alfonso J. Perez, Jr.
283 Catalonia Avenue, 2nd Floor
Coral Gables, FL 33134

Salomon B. Esquenazi
283 Catalonia Avenue, 2nd Floor
Coral Gables, FL 33134

Jorge M. Vigil
283 Catalonia Avenue, 2nd Floor
Coral Gables, FL 33134

Signature of a member or 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.

1774.0002/687600

Audit No
This instrument was prepared by:
Salomon B. Esquenazi Esq.
Rasco Reininger Perez & Esquenazi & Vigil, P.L.
283 Catalonia Ave., 2nd Floor
Coral Gables, Florida 33134
(305) 476-7100

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TALLAHASSEE, FLORIDA