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FALLAHASSEE, FLORIDA

W09-33473
& BRYAN JUL 29 2009

J. BRYAN

JUL 29 2009

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Falcon Transaction, Inc. **F**
(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:

Irma Duran
(Contact Person)

Tew Cardenas LLP
(Firm/Company)

1441 Brickell Avenue, 1500
(Address)

Miami, FL 33131
(City, State and Zip Code)

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For further information concerning this matter, please call:

Irma Duran at (305) 536-2446
(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

July 22, 2009

IRMA DURAN
TEW CARDENAS LLP
1441 BRICKELL AVENUE, 1500
MIAMI, FL 33131

SUBJECT: FALCON TRANSACTION, LLC
Ref. Number: W09000033473

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for FALCON TRANSACTION, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Sections 607.1113, 608.4403, 620.2104, and 620.8914, F.S., require the certificate of conversion to be signed by the converting entity as required by applicable law. If the converting entity is a corporation, the certificate of conversion must be signed by a chairman, vice chairman, officer, director, or an incorporator. If the converting entity is a limited liability company, the certificate of conversion must be signed by a member or an authorized representative of a member. If the converting entity is a general partnership or limited liability partnership, the certificate of conversion must be signed by a general partner. If the converting entity is a limited partnership or limited liability limited partnership, the certificate of conversion must be signed by all of the general partners. If the converting entity is another type of business entity, an authorized person must sign the certificate of conversion.

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) 245-6043.

Joey Bryan
Regulatory Specialist II

Letter Number: 609A00025152

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TALLAHASSEE, FLORIDA

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:
Falcon Transaction, Inc.

#PC9000060084

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a corporation
(Enter entity type. Example: corporation, limited partnership, 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 7/14/09
(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:

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

Falcon Transaction, LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date:
(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.)

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TALLAHASSEE, FLORIDA

Signed this 24 day of July 2009

Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: 
Printed Name: Brian Tagore Title: Authorized Signatory

Signature(s) on behalf of Other Business Entity: (See below for required signature(s).)

Signature: 
Printed Name: ROBERT MOREIRA Title: PRESIDENT

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

If Florida Corporation:

Signature of Chairman, Vice Chairman, Director, or Officer.
If Directors or Officers have not been selected, an Incorporator must sign.

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

All others:

Signature of an authorized person.

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
FALCON TRANSACTION, LLC**

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**ARTICLE 1
NAME**

The name of this limited liability company is Falcon Transaction, LLC, a Florida limited liability company.

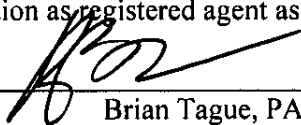
**ARTICLE 2
ADDRESS**

The mailing address and street address of the principal office of the limited liability company is 2977 McFarlane Road, Suite 302 Coconut Grove, FL 33133 or at such other location as may hereafter be determined by the Member//Manager.

**ARTICLE 3
REGISTERED AGENT, REGISTERED
OFFICE AND REGISTERED AGENT'S SIGNATURES:**

The name and the Florida street address of the registered agent is: Brian Tague, PA, whose address is c/o Tew Cardenas LLP, 1441 Brickell Avenue, 15th Floor, Miami, FL 33131.

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 property and complete performance of my duties, and I am familiar with an accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.



Brian Tague, PA

**ARTICLE 4
MANAGEMENT AND MEMBERS**

The limited liability company will have two Members. The Members are Robert Moreira and Jack Miller. The limited liability company will be member managed. The managing member is Jack Miller whose address is 2977 McFarlane Road, Suite 302 Coconut Grove, FL 33133.



Brian Tague, PA, Authorized Signatory

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