

L10000075033

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

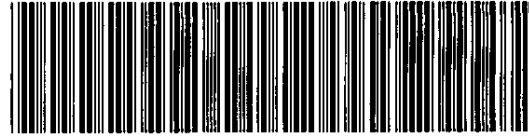
Special Instructions to Filing Officer:

L. SELLERS

JUL 16 2010

EXAMINER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10 JUL 15 AM 10:37

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: NPC Management, 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:

Jorge M. Vigil
(Contact Person)

Rasco Klock Reininger Perez Esquenazi Vigil + Nieto
(Firm/Company)

283 Catalonia Ave 2nd floor
(Address)

Coral Gables FL 33134
(City, State and Zip Code)

Jvigil@Rascoklock.com
E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Jorge M. Vigil 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

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: NPC MANAGEMENT CORP.

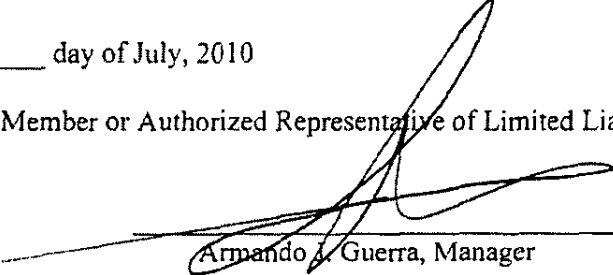
SECOND: NPC MANAGEMENT CORP. was first incorporated under the laws of the State of **FLORIDA on April 23, 2004** and the document number is: **P04000067586**

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

NPC MANAGEMENT, LLC

Signed this ____ day of July, 2010

Signature of Member or Authorized Representative of Limited Liability Company



Armando J. Guerra, Manager

Signatures on behalf of the Florida Corporation:



Armando J. Guerra, President

688600 doc

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Audit No.:

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

ARTICLE I. Name

The name of the Limited Liability Company is:

NPC MANAGEMENT, LLC

ARTICLE II. – Address

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

1430 South Dixie Highway
Suite 201
Coral Gables, FL 33146

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

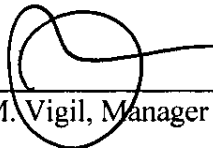
The name and the Florida street address of the registered agent are:

Miami Corporate Systems, LLC
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:

Miami Corporate Systems, LLC



Jorge M. Vigil, Manager

Audit No:
This instrument was prepared by:
Jorge M. Vigil, Esq.
Rasco Klock Reininger Perez Esquenazi Vigil & Nieto
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:

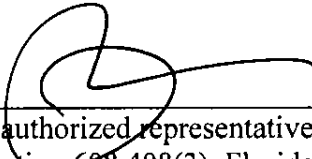
Armando J. Guerra
1430 South Dixie Highway
Suite 201
Coral Gables, FL 33146

Ramon E. Rasco
1430 South Dixie Highway
Suite 201
Coral Gables, FL 33146

Agustin Herran
1430 South Dixie Highway
Suite 201
Coral Gables, FL 33146

Carlos M. Garcia
1430 South Dixie Highway
Suite 201
Coral Gables, FL 33146

Sergio Pino
1430 South Dixie Highway
Suite 201
Coral Gables, FL 33146



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.

Audit No
This instrument was prepared by:
Jorge M. Vigili Esq.
Rasco Klock Reininger Perez Esquenazi Vigil & Nieto.
283 Catalonia Ave., 2nd Floor
Coral Gables, Florida 33134
(305) 476-7100