

L11000007516

Pertman, Bajandas, Yevdi + Albright
(Requestor's Name)

1000 Brickell Avenue
(Address)

Suite 600
(Address)

miami, FL 33131
(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

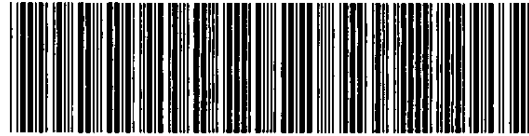
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Certified Copies _____ Certificates of Status _____

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N. Culligan JAN 19 2011



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 12, 2011

PERLMAN, BAJANDAS, YEVOLI & ALBRIGHT
1000 BRICKELL AVENUE, SUITE 600
MIAMI, FL 33131

SUBJECT: GENESIS SYSTEMS CONSULTING, LLC
Ref. Number: W11000002063

We have received your document for GENESIS SYSTEMS CONSULTING, LLC and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Certificate of Conversion must state the effective date of the conversion. The effective date 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 of the conversion under the laws governing the other business entity.

This document was received in our office on 01/11/11. You will also have to correct the date in articles.,

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) 245-6067.

Neysa Culligan
Regulatory Specialist II

Letter Number: 411A00001083

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DIVISION OF CORPORATIONS
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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:

GENESIS SYSTEMS CONSULTING, INC. P99-63836
(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 THE STATE OF FLORIDA
(Enter state, or if a non-U.S. entity, the name of the country)

on JULY 19, 1999
(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:

GENESIS SYSTEMS CONSULTING, 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.)

6. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and the requirements of s.608.439, F.S., in effecting the conversion.

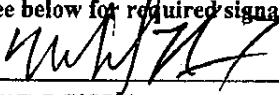
7. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

Signed this 30th day of December 2010

Signature of Member or Authorized Representative of Limited Liability Company:
Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

Signature of Member or Authorized Representative: 
Printed Name: MICHAEL R. TORRES, CPA, PA Title: MEMBER

Signature(s) on behalf of Other Business Entity: Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S. [See below for required signature(s).]

Signature: 
Printed Name: MICHAEL R. TORRES Title: VP

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
OF
GENESIS SYSTEMS CONSULTING, LLC

These Articles of Organization of a Limited Liability Company under Florida Statutes Chapter 608 are made and entered into as of the 11th day of January 2011

1. Name. The name of the limited liability company is **GENESIS SYSTEMS CONSULTING, LLC**.
2. Address. The address of the company's principal office shall be:

2121 Ponce de Leon Blvd., Suite 650
Coral Gables, Florida 33134
3. Registered Agent and Address. The initial registered agent of the company is Juan Aguerrebere, Jr., the address of which is:

6460 S.W. 52 Street
Miami, Florida 33155
4. New Members. The members may admit new members upon agreement of the members upon terms determined hereafter by the members.
5. Management. The company shall be managed by its designated managers until the first annual meeting of the members or until a successor is elected and qualifies. The designated managers' names and addresses are as follows:

Michael C. Jimenez
2121 Ponce de Leon Blvd., Suite 650
Coral Gables, Florida 33134

Juan R. Aguerrebere, Jr.
2121 Ponce de Leon Blvd., Suite 650
Coral Gables, Florida 33134

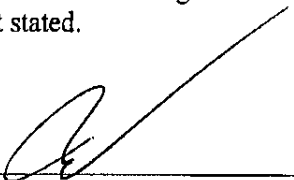
Alexander Sueiro
2121 Ponce de Leon Blvd., Suite 650
Coral Gables, Florida 33134

Carlos M. Perez-Abreu
2121 Ponce de Leon Blvd., Suite 650
Coral Gables, Florida 33134

Michael R. Torres
2121 Ponce de Leon Blvd., Suite 650
Coral Gables, Florida 33134

6. Powers. This company shall have powers listed in Florida Statute 608.404.
7. Transferability. No member may transfer his, her or its interest in the company without the consent of the other members.
8. Regulations. The members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulations and management of the affairs of the company.

The undersigned executed these Articles of Organization effective as of the date above first stated.



Ricardo Bajandas, Esq.
Authorized Representative

Preparer:
Ricardo Bajandas, Esq.
Perlman, Bajandas, Yevoli & Albright, P.L.
1000 Brickell Avenue, Suite 600
Miami, Florida 33131
Ph. (305) 377-0086
FL BAR NO. 0987750

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned limited liability company submits the following statement in designating the registered office/registered agent, in the State of Florida.

- 1. The name of the limited liability company is:

GENESIS SYSTEMS CONSULTING, LLC

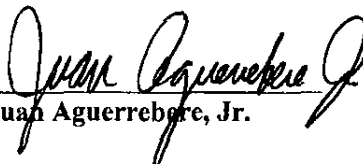
- 2. The name and address of the registered agent and office is:

**Juan Aguerrebere, Jr
6460 S.W. 52 Street
Miami, Florida 33155**

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.

Dated as of the 1st January 2011.

SIGNED:

BY: 
Juan Aguerrebere, Jr.

**Preparer:
Ricardo Bajandas, Esq.
Perlman, Bajandas, Yevoli & Albright, P.L.
1000 Brickell Avenue, Suite 600
Miami, Florida 33131
Ph. (305) 377-0086
FL BAR NO. 473741**

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