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(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

2011 APR 13 PM 12:12

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C. LEWIS
APR 14 2011
EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Morande USA, 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:

Peggy Garcia

(Contact Person)

Robert Allen Law

(Firm/Company)

1441 Brickell Ave., Suite 1400

(Address)

Miami, FL 33131

(City, State and Zip Code)

taguilar@robertallenlaw.com

E-mail address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Peggy Garcia

(Name of Contact Person)

at (305) 372-3300

(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

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Certificate of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

2011 APR 13 PM 1:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

MORANDEUSA, LLC

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Limited Liability Company

(Enter entity type. Example: corporation, limited partnership, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Georgia

(Enter state, or if a non-U.S. entity, the name of the country)

on March 1, 2001

(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:

Morande USA, 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 7th day of April 2011.

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: Albert Bruce Stewart
Printed Name: Albert Bruce Stewart Title: Manager/Vice President

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: Albert Bruce Stewart
Printed Name: Albert Bruce Stewart Title: Manager

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

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TALLAHASSEE FLORIDA

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)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
MORANDE USA, LLC

Pursuant to Chapter 608 of the Florida Statutes, the undersigned hereby form a Limited Liability Company, and in accordance with such statutes, provide the following information:

ARTICLE I
NAME

The name of the Limited Liability Company is **Morande USA, LLC**.

ARTICLE II
MAILING AND STREET ADDRESS

The mailing and street address of the principal office of the Limited Liability Company is 501 Golden Isles Drive, Suite 206C, Hallandale Beach, FL 33009.

ARTICLE III
REGISTERED AGENT, REGISTERED OFFICE, & REGISTERED AGENT'S
SIGNATURE

The name and street address of its initial registered agent are Robert Allen Law, 1441 Brickell Avenue, Suite 1400, Miami, Florida 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 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.

Dated as of the 11th day of April, 2011.

Robert Allen Law

By: 

Umberto Bonavita, Esq.

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TALLAHASSEE, FLORIDA

**ARTICLE IV
MANAGERS**

Title:

Name and Address:

MANAGER/PRESIDENT

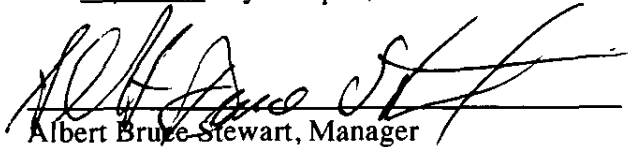
Matias Elton
501 Golden Isles Drive, Suite 206C
Hallandale Beach, FL 33009

MANAGER/VICE PRESIDENT

Albert Bruce Stewart
501 Golden Isles Drive, Suite 206C
Hallandale Beach, FL 33009

**ARTICLE V
EXECUTION OF ARTICLES OF ORGANIZATION**

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization
this 7th day of April, 2011.


Albert Bruce Stewart, Manager

(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. I am aware that any false information submitted in document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Preparer:
Peggy J. Garcia
Robert Allen Law**(see fictitious name filing for registered agent)
Attorneys at Law
1441 Brickell Avenue, Suite 1400
Miami, Florida 33131
Ph. (305) 372-3300
Fax (305) 379-7018
FL BAR No. 0065324