

L12000095043

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

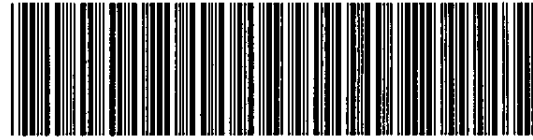
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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12 JUL 23 AM 8:08

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JUL 24 2012

T. HAMPTON

**Aballi
Milne
Kalil, P.A.**
Counsellors at Law

July 9, 2012

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Via FedEx Delivery

RE: Conversion of Foreign Corporations into Florida LLCs

Dear Sir or Madam:

Enclosed please find two Certificates of Conversion, along with the corresponding Articles of Organization and two checks in the amount of \$185.00 each, to convert the following two separate foreign corporations into two separate Florida limited liability companies in accordance with s. 608.439, F.S., as follows:

1. IMASA PROPERTIES LIMITED ("Other Business Entity") to be converted into IMASA PROPERTIES, LLC (a "Florida Limited Liability Company"); and
2. WHELAN PROPERTIES LIMITED ("Other Business Entity") to be converted into WHELAN PROPERTIES, LLC (a "Florida Limited Liability Company").

The enclosed checks shall cover the filing fees, certified copies and certificates of status for each company. Please also note we had tried to do these conversions by fax, and were alerted by the Florida Department of State that they cannot be done through fax filing. Enclosed please find copies of your response letters with relevant fax audit numbers.

Please send all correspondences concerning these matters to the below listed person:

Aballi Milne Kalil PA
Attn: Marife Nazario
1 SE 3rd Ave.
Suite 2250
Miami, FL 33131
(305) 373-6600
mnazario@aballi.com

Please do not hesitate to contact me with any questions or concerns.

Very truly yours,



Marife Nazario

Enclosures
2250 SunTrust International Center
One Southeast Third Avenue
Miami, Florida 33131
Telephone (305) 373-6600
Fax (305) 373-7929
www.aballi.com

**Aballi
Milne
Kalil, P.A.**
Counsellors at Law

July 20, 2012

Attn: Ms. Tammy Hampton
Registration/Qualification Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Via FedEx Delivery

RE: Conversion of Foreign Corporations into Florida LLCs
Your Letter Numbers: 712A00018681 and 212A00018681
Subjects: Whelan Properties, LLC/Ref. Number: W12000036946
Imasa Properties, LLC/Ref. Number: W12000036943

Dear Ms. Hampton:

In response to your letters dated July 12, 2012 in relation to the two above-referenced conversion requests, copies of which are enclosed for your reference, enclosed please find two revised Certificates of Conversion, with a new paragraph 3 in each per our conversation today, along with the corresponding, newly signed Articles of Organization for each referenced entity. We had already mailed the two checks in the amounts of \$185.00 each, to convert the following two separate foreign corporations into two separate Florida limited liability companies in accordance with s. 608.439, F.S., as follows:

1. IMASA PROPERTIES LIMITED ("Other Business Entity") to be converted into IMASA PROPERTIES, LLC (a "Florida Limited Liability Company"); and
2. WHELAN PROPERTIES LIMITED ("Other Business Entity") to be converted into WHELAN PROPERTIES, LLC (a "Florida Limited Liability Company").

Please send all correspondences concerning these matters to the below listed person:

Aballi Milne Kalil PA
Attn: Marife Nazario
1 SE 3rd Ave.
Suite 2250
Miami, FL 33131
(305) 373-6600
mnazario@aballi.com

Please do not hesitate to contact me with any further questions or concerns.

Very truly yours,



Marife Nazario



FLORIDA DEPARTMENT OF STATE
Division of Corporations

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12 JUL 23 PM 4:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 12, 2012

MARIFE NAZARIO
ABALLI MILNE KALIL PA
1 SE 3RD AVE - STE 2250
MIAMI, FL 33131

SUBJECT: WHELAN PROPERTIES, LLC
Ref. Number: W12000036946

We have received your document for WHELAN PROPERTIES, 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 Certificate of Conversion must state the date on which, and the jurisdiction in which, the other business entity was first organized and, if changed, its jurisdiction immediately prior to the conversion.

Please return the corrected original and one copy of 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) 245-6051.

Tammy Hampton
Regulatory Specialist II
Registration/Qualification Section

Letter Number: 712A00018681

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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: WHELAN PROPERTIES LIMITED.

2. The "Other Business Entity" is an International Business Company first organized, formed or incorporated under the laws of the British Virgin Islands on January 2, 1997.

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: British Virgin Islands.

4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization shall be: WHELAN PROPERTIES, LLC.

5. The conversion shall be effective as of the date of filing.

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 20th day of July, 2012.

The following individuals signing affirm 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.

WHELAN PROPERTIES LIMITED

WHELAN PROPERTIES, LLC

By: 
Name: Marife Nazario
Title: Authorized Signatory/Attorney

By: 
Name: Marife Nazario
Title: Authorized Signatory/
Attorney

ARTICLES OF ORGANIZATION
OF
WHELAN PROPERTIES, LLC
a Florida Limited Liability Company

THE UNDERSIGNED, an authorized representative for the purpose of organizing a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes hereby adopts the following Articles of Organization.

ARTICLE I

NAME

The name of the limited liability company (the "Company") shall be **WHELAN PROPERTIES, LLC**.

ARTICLE II

PURPOSE

The purpose is to engage in all lawful activity.

ARTICLE III

MANAGEMENT

The Company shall be a manager-managed company. The name and address of the manager is:

SOLE ADMIN, LLC
One SE Third Ave., Ste. 2250
Miami, FL 33131

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DIVISION OF CORPORATE AFFAIRS
12 JUL 23 AM 8:08

ARTICLE IV

PLACE OF BUSINESS IN THE STATE

The mailing address and street address of the principal office of the company in the State of Florida shall be: One S.E. Third Avenue

Suite 2250

Miami, FL 33131

ARTICLE V

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the initial registered agent and the initial registered office of the company is:

AMKE REGISTERED AGENTS, L.L.C.

One S.E. Third Avenue

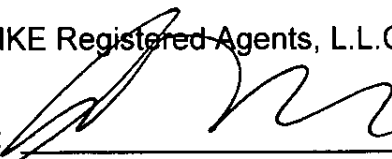
Suite 2250

Miami, Florida 33131

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IN WITNESS WHEREOF, the undersigned authorized representative has executed these Articles of Organization this 20th day of July, 2012.

AMKE Registered Agents, L.L.C.

By: 

Name: Arturo J. Aballí
Manager

CERTIFICATE OF REGISTERED AGENT

OF

WHELAN PROPERTIES, LLC

a Florida Limited Liability Company

Pursuant to Chapter 608 of the Florida Statutes, the following is submitted, in compliance with said Act:


That **WHELAN PROPERTIES, LLC**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Organization at the City of Miami, County of Dade, State of Florida, has named **AMKE REGISTERED AGENTS, L.L.C.** of One Southeast Third Avenue, Suite 2250, Miami, Florida 33131, as its agent to accept service of process with this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this 20th day of July, 2012.

AMKE REGISTERED AGENTS, L.L.C.

By: 
Name: Arturo J. Aballi
Manager

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