

L14000041281

M10 - 4752

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP

WAIT

MAIL

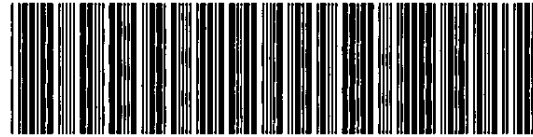
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300257632903

03/11/14--01026--012 **150.00

FILED
TALLAHASSEE, FLORIDA
MAR 11 2014
16:28

J. Sivers MAR 12 2014

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: DERMOPHYSIOLOGIQUE 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. 605.1045, F.S.

Please return all correspondence concerning this matter to:

UMBERTO BONAVIDA

(Contact Person)

ROBERT ALLEN LAW

(Firm/Company)

1441 BRICKELL AVENUE, 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:

UMBERTO BONAVIDA at (**305**) **372-3300**
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|---|---|--|
| <input checked="" type="checkbox"/> \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization) | <input type="checkbox"/> \$155.00 Filing Fees
and Certificate of
Status | <input type="checkbox"/> \$180.00 Filing Fees
and Certified Copy | <input type="checkbox"/> \$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
FROM "OTHER BUSINESS ENTITY" INTO A
FLORIDA LIMITED LIABILITY COMPANY
FOR DERMOPHYSIOLOGIQUE USA, LLC**

Pursuant to section 605.1045, of the Florida Statutes, DERMOPHYSIOLOGIQUE USA, LLC, a West Virginia limited liability company (the "LLC") hereby submits the following Certificate of Conversion from "Other Business Entity into a Florida limited liability company and the attached Articles of Organization:

FIRST: The name of the "other Business Entity", immediately prior to the filing of this Certificate of Conversion is: Dermophysiologie USA, LLC.

SECOND: The "Other Business Entity" is a limited liability company, first organized, formed and incorporated under the law of West Virginia on October 27th, 2010.

THIRD: The name of the Florida limited liability company as set forth in the attached Articles of Organization is Dermophysiologie USA, LLC.

FOURTH: The date the conversion was authorized is December 31st, 2013. The effective date of the dissolution is when filed with the State.

FIFTH: The plan of conversion has been approved in accordance with Fla. Stat. §§ 605-1041 and 605-1046.

Dated and executed this 10th day of March, 2014.



Umberto Bonavita, Authorized Representative

RECEIVED
STATE OF FLORIDA
14 MAR 11 11:00:29

Preparer:
Umberto Bonavita
Robert Allen Law*(see fictitious name filing for registered agent)
1441 Brickell Avenue, Suite 1400
Miami, Florida 33131
Ph. (305) 372-3300
Fax. (305) 379-7018
Florida Bar No. 0329576

ARTICLES OF ORGANIZATION
OF
DERMOPHYSIOLOGIQUE USA, LLC

Pursuant to Chapter 605 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 **Dermophysiologique USA, LLC**.

ARTICLE II
MAILING AND STREET ADDRESS

The mailing and street address of the principal office of the Limited Liability Company is 2700 N. Miami Avenue, Suite 504, Miami, FL 33127.

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 31st day of December, 2013.

Robert Allen Law

By: _____

Umberto Bonavita, Esq.

FILED
TALLAHASSEE, FLORIDA
14 MAR 11 AM 10:28
AF

[Handwritten signature]

ARTICLE IV
MANAGEMENT & MANAGERS

The Limited Liability Company will be a manager-managed limited liability company pursuant to §§ 605.0201 and 605.0407, Florida Statutes, and the initial Manger(s) of the Limited Liability Company will be the individual(s) identified below:

Title:

Name and Address:

MANAGER/PRESIDENT

Alessandro Fracas
2700 N. Miami Avenue, Suite 504
Miami, FL 33127

ARTICLE V
EXECUTION OF ARTICLES OF ORGANIZATION

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 31st day of December, 2013.



Alessandro Fracas, Manager

(In accordance with section 605.0205, 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

FILED
STATE
FLORIDA
14 DEC 11 PM 10:28
AF

