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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

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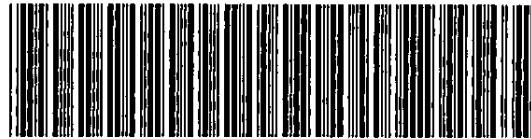
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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06/02/14--01001--023 \*\*111.25

04/21/14--01035--005 \*\*43.75

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14 APR 15 AM 8:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 1, 2014

CHARLES BRUCK  
701 S HOWARD AVE STE 106-322  
TAMPA, FL 33606

SUBJECT: SOHO CAPITAL LLC  
Ref. Number: W14000027422

We have received your document for SOHO CAPITAL LLC and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

We are enclosing the proper form(s) with instructions for your convenience.

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.

Justin M Shivers  
Regulatory Specialist II  
Registration/Qualification Section

Letter Number: 714A00009267

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** **SOHO CAPITAL INC.**

Name of Florida Profit Corporation

The enclosed Certificate of Conversion and fee(s) are submitted to convert a Florida Profit Corporation into an "Other Business Entity" in accordance with s. 607.1113, F.S.

Please return all correspondence concerning this matter to:

**CHARLES J BRUCK**

Contact Person

**SOHO CAPITAL, INC.**

Firm/Company

**701 S HOWARD AVE. STE 106-322**

Address

**TAMPA, FL 33606**

City, State and Zip Code

**CHAS@SOHO-CAPITAL.COM**

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

For further information concerning this matter, please call:

**CHARLES BRUCK** at ( **813** ) **335-9210**

Name of Contact Person

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$35.00 Filing Fee

☒ \$43.75 Filing Fee  
and Certificate of  
Status

☐ \$43.75 Filing Fee  
and Certified Copy

☐ \$52.50 Filing Fee,  
Certified Copy, and  
Certificate of Status

**STREET ADDRESS:**

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

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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

The Articles 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.605.1045, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of the Articles of Conversion is:  
SOHO CAPITAL, INC.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a S-CORP  
(Enter entity type. Example: corporation, limited partnership,  
general partnership, common law or business trust, etc.)

First organized, formed or incorporated under the laws of FLORIDA  
on 10/16/13  
(date of organization, formation or incorporation) (Enter state, or if a non-U.S. entity, the name of the country)

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:  
SOHO CAPITAL LLC  
(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: 4/15/14  
(The effective date: 1) cannot be prior to date of receipt or filed date 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.)

5. The plan of conversion has been approved in accordance with ss. 605.1041-605.1046.

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TALLAHASSEE, FLORIDA

Signed this 29TH day of MAY 20 14.

**Signature of Authorized Representative of Limited Liability Company:**

Signature of Authorized Representative: \_\_\_\_\_  
Printed Name: CHARLES BRUCK Title: MANAGER

**Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]**

Signature: \_\_\_\_\_  
Printed Name: CHARLES BRUCK Title: MANAGER

Signature: \_\_\_\_\_  
Printed Name: ADAM HARDEN Title: 5/29/2014  
MANAGER

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:**

Articles 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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TALLAHASSEE, FLORIDA

# ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

## ARTICLE I - Name:

The name of the Limited Liability Company is:

SOHO CAPITAL LLC.

(Must end with the words "Limited Liability Company," "L.L.C.," or "LLC.")

## ARTICLE II - Address:

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

### Principal Office Address:

701 S. HOWARD AVE. STE 106-322  
TAMPA, FL 33606

### Mailing Address:

701 S. HOWARD AVE  
STE. 106-322  
TAMPA, FL 33606

## ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

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

C. DAVID HARPER

Name

100 N TAMPA ST. Suite 2700

Florida street address (P.O. Box **NOT** acceptable)

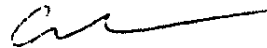
Tampa

City

FL 33602

Zip

*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 605, F.S..*



Registered Agent's Signature (REQUIRED)

(CONTINUED)

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14 APR 15 AM 2:51  
STATE OF FLORIDA  
TALLAHASSEE

**ARTICLE IV-**

The name and address of each person authorized to manage and control the Limited Liability Company:

**Title:**

"AMBR" = Authorized Member

"MGR" = Manager

MGR

**Name and Address:**

CHARLES J BRUCK

701 S HOWARD AVE STE 106-322

TAMPA, FL 33606

MGR

ADAM HARDEN

701 S HOWARD AVE STE 106-322

TAMPA, FL 33606

(Use attachment if necessary)

**ARTICLE V:** Effective date, if other than the date of filing: 4-15-14 (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

**ARTICLE VI:** Other provisions, if any.

Original Submission on 4-15-14 is on file. Effective date is 4-15-14

**REQUIRED SIGNATURE:**

  
**Signature of a member or an authorized representative of a member.**

(In accordance with section 605.0203 (1) (b), 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 a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

CHARLES J BRUCK

Typed or printed name of signee

**Filing Fees:**

**\$125.00 Filing Fee for Articles of Organization and Designation  
of Registered Agent**

**\$ 30.00 Certified Copy (Optional)**

**\$ 5.00 Certificate of Status (Optional)**