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(Requestor's Name)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

\_\_\_\_\_  
(Business Entity Name)

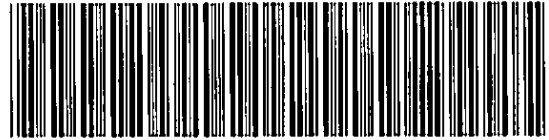
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(Document Number)

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

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COVER LETTER

TO: New Filing Section  
Division of Corporations

SUBJECT: G&I. Biscayne LLC  
(Name of Resulting Florida Limited Company)

The enclosed Articles 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:

RAFAEL SANCHEZ-ABALLI  
(Contact Person)

(Firm/Company)

264 ALMERIA AVENUE  
(Address)

CORAL GABLES, FLORIDA 33134  
(City, State and Zip Code)

RSA@SANCHEZ-ABALLI.COM  
E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

RAFAEL SANCHEZ-ABALLI at ( 305 ) 779-5041  
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount: (All checks processed by this office must be payable in US dollars and drawn on a bank located in the United States)

- \$150.00 Filing Fees (S25 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:**  
New Filing Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**  
New Filing Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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

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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:  
G&L TWO CORP.

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

on JUNE 11, 2018  
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization:  
G&L BISCAYNE LLC

(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: \_\_\_\_\_  
(The effective date: Cannot be prior to date of receipt or filed date nor more than 90 calendar days after the date this document is filed by the Florida Department of State.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

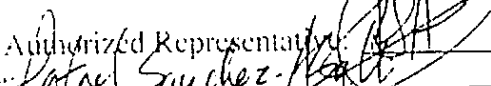
5. The plan of conversion has been approved in accordance with all applicable statutes.

6. The "Converted or Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 605.1006 and 605.1061-605.1072, F.S.

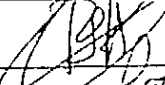
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Signed this 9<sup>TH</sup> day of JULY 2018

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

Signature of Authorized Representative:   
Printed Name: Rafael Sanchez-Balle Title: Authorized Representative

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

Signature:   
Printed Name: Rafael Sanchez-Balle Title: Incorporator

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:**

Articles 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  
FOR FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I - NAME**

The name of the Limited Liability Company is:

G&I. BISCAYNE LLC

**ARTICLE II - ADDRESS**

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

3915 Biscayne Blvd., Ste. 402  
Miami, Florida 33137

**ARTICLE III - REGISTERED AGENT AND REGISTERED OFFICE**

The name and street address of the registered agent is:

Rafael J. Sanchez-Aballi, P.A.  
264 Almeria Avenue  
Coral Gables, Florida 33134

**ARTICLE IV - PURPOSE**

The purpose for which the Limited Liability Company is formed is to engage in any lawful acts or activities for which limited liability companies may be formed under Chapter 605 of the Statutes of the State of Florida.

**ARTICLE V - DURATION**

The Limited Liability Company shall exist perpetually unless dissolved according to law.

**ARTICLE VI - MANAGEMENT**

The Limited Liability Company is to be managed by four (4) managers. The name and address of the managers are as follows:

<u>Name</u>	<u>Street Address</u>
Nicolas Guzman Cruzat	3915 Biscayne Blvd., Ste. 402 Miami, Florida 33137
Rodrigo Meyer	3915 Biscayne Blvd., Ste. 402 Miami, Florida 33137

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STATE OF FLORIDA

Francisco Silva

3915 Biscayne Blvd., Ste. 402  
Miami, Florida 33137

Kenny Tharrington

3915 Biscayne Blvd., Ste. 402  
Miami, Florida 33137

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#### ARTICLE VIII - MEMBERS' RIGHTS TO CONTINUE BUSINESS

The remaining members of the limited liability company shall have the right to continue the business of the limited liability company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which would ordinarily terminate the continued membership of a member of the limited liability company.

#### ARTICLE IX - INDEMNIFICATION

(A) The Company shall indemnify any person who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that he or she is or was a member, manager, member-manager or employee of the Company, or is or was serving at the request of the company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the company, and, with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the company.

(B) The foregoing indemnification shall not apply in the case of an action, suit or proceeding instituted by one or more members of the company, if the claim, matter or issue raised therein is determined by a court of competent jurisdiction to have resulted from the negligence of misconduct of the member(s) seeking indemnification; provided, however, that such indemnification shall nonetheless apply if, in view of all of the circumstances of the case, such court shall determine that such member(s) is/are fairly and reasonably entitled to indemnification, with respect to such expenses, judgments, decrees, fines, penalties and amounts paid in settlement as determined by the court.

(C) Expenses of each person indemnified hereunder, incurred in defending against a civil, criminal, administrative or investigative action, suit or proceeding (including all appeals), or threat thereof, may be paid by the company in advance of the final disposition of such action, suit or proceeding, as authorized by a majority in interest of the members, upon receipt of an undertaking by such person to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the company.

Dated this 9<sup>th</sup> day of July, 2018.

Rafael J. Sanchez-Aballi, P.A.  
(Authorized Representative)

By: 

\_\_\_\_\_  
Rafael J. Sanchez-Aballi, Esq.

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NOTARIES PUBLIC, FLORIDA

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE  
G&L BISCAYNE LLC**

PURSUANT TO THE PROVISIONS OF SECTION 605.0113, 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:

G&L BISCAYNE LLC

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

Rafael J. Sanchez-Aballi, P.A.  
264 Almeria Avenue  
Coral Gables, Florida 33134

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CORAL GABLES, FLORIDA

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.

Rafael J. Sanchez-Aballi, P.A.  
(Authorized Representative)

By: \_\_\_\_\_

Rafael J. Sanchez-Aballi, Esq.

Dated this 2<sup>nd</sup> day of July, 2018.