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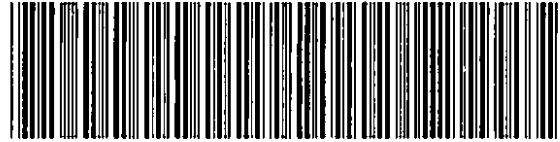
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# Spiegel & Utrera, P.A.

Counselors & Attorneys at Law

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Please reply to  
Post Office Box 450605  
Miami, FL 33245-0605

SENIOR PARALEGALS

GRACIELA BATTAGLIA

CLAUDIA FERNANDEZ

March 8, 2022

Florida Department of State  
New Filings Section  
Division of Corporations  
The Centre of Tallahassee  
2415 North Monroe Street, Suite 810  
Tallahassee, FL 32303

\* Licensed in Florida  
\* Licensed in California and New York  
\* Licensed in Illinois and Florida  
\* Licensed in California, Arizona and New York  
\* Licensed in Delaware  
\* Licensed in Nevada  
\* Licensed in New Jersey  
\* Licensed in California  
\* Licensed in Florida and New York  
\* Licensed in Florida and District of Columbia  
\* Licensed in Florida and Registered as a Foreign Lawyer in England and Wales

Re: CONVERSION FROM A FLORIDA CORPORATION INTO A FLORIDA  
LIMITED LIABILITY COMPANY  
NAME OF THE RESULTING LLC: NYVA BARGAIN LLC

Dear Sir/Madam:

Enclosed herewith please find:

- Articles of Conversion;
- Articles of Organization;
- Check made out to the Florida Department of State in the amount of \$150.00 for the Articles of Conversion fee + \$125.00 for the Articles of Organization fee.

Please send the copy of the filed document in the enclosed pre-paid return UPS envelope to:

Spiegel & Utrera, P.A.  
Attn: Graciela Battaglia  
1840 Southwest 22<sup>nd</sup> Street, 4<sup>th</sup> floor  
Miami, Florida 33145.

Should you have any questions regarding this matter, please do not hesitate to contact the undersigned at (800) 603-3900 ext. 218, or via e-mail to [gbattaglia@amerilawyer.com](mailto:gbattaglia@amerilawyer.com)

Sincerely,

  
Graciela Battaglia

Enclosures

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2022 MAR 10 AM 4:29  
TALLAHASSEE, FL  
FLORIDA DEPARTMENT OF STATE

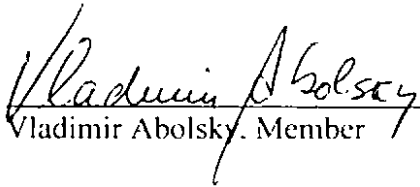
**ARTICLES OF CONVERSION  
FOR  
FLORIDA PROFIT CORPORATION  
INTO  
FLORIDA LIMITED LIABILITY COMPANY**

This Articles of Conversion and attached Articles of Organization are submitted to convert the Florida Profit Corporation into a Florida Limited Liability Company in accordance with s.605.1045, Florida Statutes:

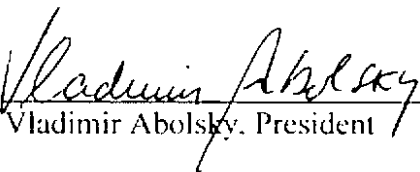
1. The name of the Florida Profit Corporation immediately prior to the filing of this Certificate of Conversion is **NYVA BARGAIN INC.**
2. **NYVA BARGAIN INC.** is a Florida Profit Corporation, first incorporated under the laws of the State of Florida on January 28, 2020.
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is **NYVA BARGAIN LLC**
4. These Articles of Conversion shall be effective immediately upon approval of the Secretary of State, State of Florida.
5. The plan of conversion has been approved in accordance with all applicable statutes.

Signed this 8<sup>th</sup> day of March 2023

Signature of Authorized Representative of Limited Liability Company:

  
Vladimir Abolsky, Member

Signature on behalf of the Corporation

  
Vladimir Abolsky, President

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SECRETARY OF STATE  
TALLAHASSEE, FL

**ARTICLES OF ORGANIZATION**  
**OF**  
**NYVA BARGAIN LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 605, hereby makes, acknowledges, and files the following Articles of Organization.

**ARTICLE 1 - NAME**

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

**ARTICLE 2 - ADDRESS**

The principal place of business of the Company in Florida shall be 250 190<sup>th</sup> Street, Sunny Isles Beach, Florida 33160, and the mailing address shall be 230 190<sup>th</sup> Street, Sunny Isles Beach, Florida 33160.

**ARTICLE 3 - EFFECTIVE DATE**

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

**ARTICLE 4 - DURATION**

Subject to the provisions of Article 8, the Company's existence shall terminate no later than 99 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE 5 - PURPOSES AND POWERS**

The general purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.



**SPIEGEL & UTRERA, P.A.**  
LAWYERS

[www.amerilawyer.com](http://www.amerilawyer.com)

1840 CORAL WAY, 4TH FLOOR, MIAMI, FL 33145 - (305) 854-6000 - (800) 603-3900 - FACSIMILE (305) 860-2076

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TALLAHASSEE, FL

## **ARTICLE 6 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this company is Spiegel & Utrera, P.A., at 1840 SW 22<sup>nd</sup> Street, 4<sup>th</sup> Floor, Miami, Florida 33145. The name and address of the registered agent of this Company at this address is Spiegel & Utrera, P.A., 1840 SW 22<sup>nd</sup> Street, 4<sup>th</sup> Floor, Miami, Florida 33145.

## **ARTICLE 7 - ADMISSION OF NEW MEMBERS**

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the member(s) of the Company and upon such terms and conditions as shall be determined by all the member(s). A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

## **ARTICLE 8 - TERMINATION OF EXISTENCE**

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there is at least one remaining member.

## **ARTICLE 9 - MANAGEMENT**

The Company shall be managed by a manager or manager(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names of all such manager(s) who is/are to serve as manager(s) is/are:

Manager: Vladimir Abolsky

whose mailing address shall be the same as the principal office of the Company.

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2023 MAR 08 AM 11:30  
CLERK OF STATE  
MIAMI, FLORIDA



**SPIEGEL & UTRERA, P.A.**

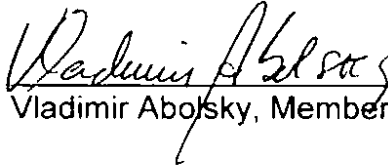
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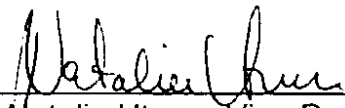
**IN WITNESS WHEREOF**, The undersigned, an authorized representative of the member(s), has made and subscribed these Articles of Organization at Miami, Florida, for the foregoing uses and purposes, this 8<sup>th</sup> day of March 2023.

  
Vladimir Abofsky, Member

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF ORGANIZATION**

Spiegel & Utrera, P.A., having a business office identical with the registered office of the Company name above, and having been designated as the Registered Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent under Section 605.0201, Florida Statutes and other applicable Florida Statutes

Spiegel & Utrera, P.A.

By:   
Natalia Utrera, Vice-President

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2023 MAR 10 AM 4:30  
TALLAHASSEE, FL  
SECRETARY OF STATE



**SPIEGEL & UTRERA, P.A.**  
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