

m13000001941

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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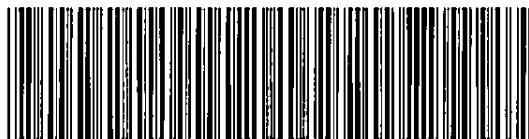
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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: 511 Group LLC
Name of Foreign Limited Liability Company

Dear Sir or Madam:

The enclosed application, certificate and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Edward Guerra
Name of Person

511 Group LLC
Firm/Company

6076 Floral Lakes Drive
Address

Delray Beach, FL 33484
City/State and Zip Code

emg@wholeplantsystems.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Edward Guerra at (305) 725-0030
Name of Person Area Code & Daytime Telephone Number

Mailing Address:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Registration Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Enclosed is a check for the following amount:

- ☐ \$25 Filing Fee ☒ \$30 Filing Fee & Certificate of Status ☐ \$55 Filing Fee & Certified Copy ☐ \$60 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE
AMENDMENT TO CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN FLORIDA**

SECTION I (1-4 must be completed)

1. Name of limited liability Company as it appears on the records of the Florida Department of

State: 511 Group, LLC

Enter new principal office address, if applicable: 6076 Floral Lakes Drive

(Principal office address

MUST BE A STREET ADDRESS)

Delray Beach, FL 33484

Enter new mailing address, if applicable:

(Mailing address

MAY BE A POST OFFICE BOX)

6076 Floral Lakes Drive

Delray Beach, FL 33484

2. The Florida document number of this limited liability company is: M13000001941

3. Jurisdiction of its organization: Delaware

4. Date authorized to do business in Florida: 03/27/2013

SECTION II (5-9 complete only the applicable changes)

5. New name of the limited liability company: 511 Group, LLC

(must contain "Limited Liability Company," "L.L.C." or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must contain "Limited Liability Company," "L.L.C." or "LLC.")

6. If amending the registered agent and/or registered officer address on our records, enter the name of the new registered agent and/or the new registered office address here:

Name of New Registered Agent: Registered Agents Inc

New Registered Office Address: 7901 4th St N STE 300

Enter Florida Street Address

St. Petersburg

City

Florida 33702

Zip Code

New Registered Agent's Signature, if changing Registered Agent:

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 relative 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. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

David Roberts

If Changing Registered Agent, Signature of New Registered Agent

Delaware

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
<u>Mmbr/Mani</u>	<u>Edward Guerra</u>	<u>6076 Floral Lakes Drive</u>	<input checked="" type="checkbox"/> Add
		<u>Delray Beach, FL 33484</u>	<input type="checkbox"/> Remove
<u>Manager</u>	<u>JJLB Property Management LLC</u>	<u>1521 Alton Road, Suite 812</u>	<input type="checkbox"/> Add
		<u>Miami Beach, FL 33139</u>	<input checked="" type="checkbox"/> Remove
<u></u>	<u></u>	<u></u>	<input type="checkbox"/> Add
		<u></u>	<input type="checkbox"/> Remove
<u></u>	<u></u>	<u></u>	<input type="checkbox"/> Add
		<u></u>	<input type="checkbox"/> Remove
<u></u>	<u></u>	<u></u>	<input type="checkbox"/> Add
		<u></u>	<input type="checkbox"/> Remove

9. Attached is a certificate, if required: no more than 90 days old, evidencing the
aforementioned amendment(s), duly authenticated by the official having custody of records in the
jurisdiction under the law of which this entity is organized.

Signature of the authorized representative

Edward Guerra
Typed or printed name of signee

Filing Fee: \$25.00

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:54 PM 02/20/2024
FILED 04:54 PM 02/20/2024
SR 20240592733 - File Number 5308862

STATE OF DELAWARE
CERTIFICATE OF REVIVAL OF
A DELAWARE LIMITED LIABILITY COMPANY
PURSUANT TO TITLE 6, SEC. 18-1109

1. Name of the Limited Liability Company 511 Group LLC

2. Date of the original filing with the Delaware Secretary of State:

3/25/2013

3. The name and address of the Registered Agent is

Delaware Corporations LLC,
1000 N West St, Ste. 1501
Wilmington, DE 19801

4. (Insert any other matters the members determine to include herein).

Previous manager abandoned company responsibilities & fiduciary obligations to company & other member(s): neglected, refused, failed to keep co. in good standing since 2014; allowed Company's cert. of formation to be canceled & voided since 2016; breached terms of Operating Agreement. SEE EXHIBIT 1, ~~attached~~

5. This Certificate of Revival is being filed by one or more persons authorized to
Execute and file the Certificate of Revival.

In witness whereof, the above name Limited Liability Company does hereby certify that
the Limited Liability Company is paying all annual Taxes, penalties and interest due to
the State of Delaware.

BY: 

Authorized Person

Name: EDWARD GUERRA, MBRM

Print or Type

EXHIBIT 1

SECTION 1: PURSUANT TO 6 DE §§ 18-1109(a)(4)

STATEMENT BY MEMBER MANAGER EDWARD GUERRA IN SUPPORT OF CERTIFICATE OF REVIVAL OF: 511 GROUP LLC [FILE NO. 5308862]

Member Guerra is the mortgage-holder of the Property owned by the limited liability company 511 Group LLC (the "Company") and is the only member of the Company who is lawfully "participating materially in the management of the limited liability company" as defined under 6 DE Code § 18-110(c)(2). and § 18-111(2). (2021):

As used in this section, the term "manager" refers to a person:

- (1) Who is a "manager" as defined in § 18-101 of this title; and
- (2) Whether or not a member of a limited liability company, who, although not a "manager" as defined in § 18-101 of this title, participates materially in the management of the limited liability company;

Member Edward Guerra, has undertaken the following material managerial duties of the Company and, as such, is a manager of the Company:

1. Member Guerra, is paying or has paid the multiple years of annual back-taxes, penalties, and interest due to the State of Delaware, pursuant to § 18-1107, from his personal funds as a loan/contribution to 511 Group LLC – in order to formally revive the Company after the cancellation of its certificate of formation pursuant to § 18-1108 for non-payment of its annual taxes due to the State of Delaware for the previous ten years;
2. Member-manager Guerra is filing or has filed the Certificate of Reinstatement with the State of Delaware for 511 Group LLC [pursuant to 6 DE Code § 18-1109 (Revival of domestic limited liability company)], and will pay "all penalties and interest thereon due at the time of the cancellation of its certificate of formation" and other fees associated with the filing, pursuant to § 18-1105(a)(3), from his personal funds as a loan/contribution to 511 Group LLC;
3. Member-manager Guerra is executing/performing or has executed/performed any outstanding requirements and obligations of the Company required by the State of Delaware;
4. Member-manager Guerra, at his personal expense, is currently restoring and rehabilitating the Property owned by the Company and is preparing it for sale;
5. Member-manager Guerra will continue to exercise his duties and responsibilities as manager of 511 Group LLC pursuant to 6 DE Code § 18-107 (*Business transactions of member or manager with the limited liability company.*) including performing and fulfilling the contractual obligations of the Company as required under the Operating Agreement.

SECTION 2: PURSUANT TO 6 DE §§ 18-1109(a)(5);

STATEMENT BY MEMBER-MANAGER GUERRA CONCERNING:
MANAGER LAURENT BENZAQUEN AND HIS ASSIGNEE JILB PROPERTY
MANAGEMENT LLC

As of October 2017: Manager Benzaquen has abandoned his managerial responsibilities, and has violated and abused his fiduciary duties and responsibilities to the Company and to the member(s) as manager of 511 Group LLC:

1. Manager Benzaquen violated his fiduciary duties to maintain the company in good standing in the State of Delaware and has neglected, refused and failed to pay the annual taxes due the State of Delaware under § 18-1107 for a period greater than 3 years (Manager Benzaquen never made any annual tax payments since the day of formation); this delinquency has resulted in the cancellation of the Company's certificate of formation by the State of Delaware since October 2017;
2. Manager Benzaquen's dereliction of fiduciary responsibilities resulted in the cancellation of the Company's Certificate of Formation; such cancellation was duly published effective on October 2017 [*per 6 DE Code § 18-1108. Cancellation of certificate of formation or certificate of registered series for failure to pay taxes: (a) The certificate of formation of a domestic limited liability company shall be canceled if the annual tax due under § 18-1107 of this title for the domestic limited liability company is not paid for a period of 3 years from the date it is due, such cancellation to be effective on the third anniversary of such due date.];
3. Manager Benzaquen stopped making the monthly expense payments to maintain the Property, as required by the Company's Operating Agreement [Article III, Para. 3.1], in or around 2019; such delinquency resulted in three separate foreclosure actions against the Company (two from the Condominium Association, one from the mortgage-holding bank);
4. Manager Benzaquen failed for a period beyond ninety days to make the monthly expense payments to maintain the Property as required by the Company's Operating Agreement and thereby triggered a clause in the Company's Operating Agreement [Article III, Para. 3.1] which obligated the Company to immediately execute a quitclaim deed in favor of Member Guerra; Manager Benzaquen failed and refused to perform his contractually obligated duty to execute a quitclaim deed to the Property to Member Guerra, thereby putting himself and the Company in breach of contract in relation to Member Guerra, the mortgage-holder;
5. Manager Benzaquen is and remains in material breach of the Company's Operating Agreement, to which he is bound, for failing and refusing to execute a quitclaim deed to the Property in favor of Member Guerra, denying Member Guerra the opportunity to cure; all acts and assignments made thereafter by Benzaquen in relation to the Property are voidable;
6. Manager Benzaquen, while in breach of contract and in violation of his fiduciary duty and responsibility to the Company and to Member Guerra then sought bankruptcy protection and relief from the foreclosure actions of the creditors without informing Member Guerra;

7. Manager Benzaquen violated his fiduciary duties to the Company and to Member Guerra by filing two separate voluntary chapter 11 bankruptcy petitions in the US Bankruptcy Court, Southern District of Florida (Case #20-21098-AJC (2020) & Case # 22-19648-RAM (Dec. 2022) in order to evade its breach of contract to Member Guerra and to defraud Member Guerra of his rights to the Property under the Operating Agreement;
8. Manager Benzaquen committed bankruptcy fraud in both above-mentioned cases by intentionally failing to give notice to or inform Member Guerra of the Company's voluntary bankruptcy petitions;
9. Manager Benzaquen has committed bankruptcy fraud in both above-mentioned cases by falsely claiming in its sworn filings that the Company is a Florida Company and not a Delaware company, while having knowledge that the Company's certificate of formation in Delaware was cancelled;
10. Manager Benzaquen committed bankruptcy fraud in both above-mentioned cases by falsely claiming in its sworn filings that Benzaquen was the sole 100% owner of the Company and that no other members existed, furthering his scheme to exclude and defraud Member Guerra;
11. Manager Benzaquen committed bankruptcy fraud in both above-mentioned cases by failing to report rental income in the Company's monthly reporting requirements and then unlawfully diverting the income away from the estate created by the bankruptcy and to Manager Benzaquen's own personal benefit;
12. Manager Benzaquen has committed felony theft of Property as defined by 11 DE Code § 841 (a)(b) & (c)(3)b. (2022) (Felony theft of property & embezzlement) .

Upon the cancellation of the certificate of formation in 2017 and upon the breach of the Operating Agreement by Manager Benzaquen for failure to execute a quitclaim deed to the Property in favor of Edward Guerra – as was clearly and unequivocally required under the Operating Agreement – the assignment in 2019 by Manager Benzaquen of the title of Manager or of manager responsibilities to JLB Property management LLC, a third-party controlled by Benzaquen, was voidable under § 18-106. Any and all acts taken by manager Benzaquen after the breach in relation to the Property are equally voidable.

Sworn on this date, February 13, 2024 under penalty of perjury,



Edward Guerra, Member & Manager
511 Group LLC
6076 Floral Lakes Drive
Delray Beach, FL 33484
Ph. 305-725-0030