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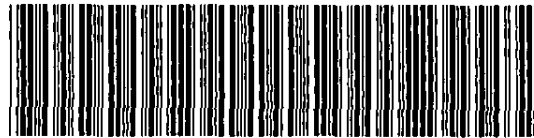
(Business Entity Name)

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- ☐ **CERTIFIED COPY** _____
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1. UBCC GROUP, LLC
(CORPORATE NAME AND DOCUMENT #)
2. _____
(CORPORATE NAME AND DOCUMENT #)
3. _____
(CORPORATE NAME AND DOCUMENT #)
4. _____
(CORPORATE NAME AND DOCUMENT #)
5. _____
(CORPORATE NAME AND DOCUMENT #)
6. _____
(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF CONVERSION
for
UBCC GROUP, LLC
(Florida "Limited Liability Company")
into
UBCC GROUP, LP
(Florida "Limited Partnership")

This Certificate of Conversion and attached Certificate of Limited Partnership are submitted to convert the following Florida Limited Liability Company into a Florida Limited Partnership in accordance with Section 620.2104, Florida Statutes.

1. The name of the Florida Limited Liability Company converting into the Florida Limited Partnership immediately prior to the filing of this Certificate of Conversion is:

UBCC GROUP, LLC

2. The Limited Liability Company was first formed, organized and incorporated under the laws of Florida on June 24, 2014.
3. The name of the Florida Limited Partnership as set forth in the attached Certificate of Limited Partnership:

UBCC GROUP, LP

4. The conversion was approved by the Chapter 620, F.S. and was approved in such a manner that complied with the converting organization's governing law.
5. The conversion is effective as of the date of filing.
6. The conversion is permitted by the applicable laws governing the Limited Liability Company and the Limited Liability Company complies with such laws in effecting the conversion.
7. The Limited Liability Company currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.
8. The Limited Liability Company 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.

Prepared By:
Nicholas J. Grimaudo, Esq.
Johnson, Pope, Bokor, Ruppel & Burns, LLP
911 Chestnut Street
Clearwater, Florida 33756
(727) 461-1818
Bar No. 71893

Signed this 27 day of April, 2015.

UBCC GROUP, LLC, a Florida limited
liability company

By: _____


Antonio D'Assisi, Manager

2386320_1

**CERTIFICATE OF
LIMITED PARTNERSHIP
OF
UBCC GROUP, LP**
a Florida limited partnership

The undersigned General Partner, desiring to form a limited partnership ("Partnership") pursuant to the laws of the State of Florida, hereby states:

1. The name of the Partnership is: UBCC GROUP, LP.
2. The mailing address and the address of the principal place of business of the Partnership are: 1497 Main Street, Suite 363, Dunedin, Florida 34698.
3. The name and address of the agent for service of process on the Partnership are:

Nicholas J. Grimaudo
911 Chestnut Street
Clearwater, Florida 33756

4. The names and business addresses of the General Partner is:

1930228 ONTARIO, INC.
1497 Main Street, Suite 363
Dunedin, Florida 34698

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of UBCC Group, LP this 11 day of May, 2015.

GENERAL PARTNER:

1930228 ONTARIO, INC., a corporation
organized in the Province of Ontario,
Canada

By: 
Antonio D'Assisi, President

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA**

Pursuant to Fla. Stat. §48.061, UBCC GROUP, LP, desiring to organize under the laws of the State of Florida, hereby designates Nicholas J. Grimaudo, located at 911 Chestnut Street, Clearwater, Florida 33756, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.061 relative to maintaining an office for the service of process.


Nicholas J. Grimaudo

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