

G310907

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

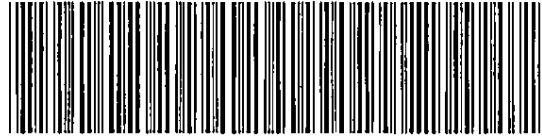
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800338635828

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2020 JAN -3 AM 10:36

RECEIVED
TENN. SEC. OF STATE
20 JAN -3 PM 09:59

Conversion

JAN 08 2020

D CONNELL

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 121845 4305304

AUTHORIZATION :



COST LIMIT : \$ 95.00

ORDER DATE : January 3, 2020

ORDER TIME : 2:52 PM

ORDER NO. : 121845-005

CUSTOMER NO: 4305304

DOMESTIC AMENDMENT FILING

NAME: PRIME ENTERPRISES, INC.

EFFECTIVE DATE:

XX ARTICLES OF CONVERSION

 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY

XX PLAIN STAMPED COPY

 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kadesha Roberson -- EXT# 62969

EXAMINER'S INITIALS: _____



RESUBMIT

Please give original
submission date as file date.

FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 6, 2020

CSC

SUBJECT: PRIME ENTERPRISES, INC.
Ref. Number: G36907

We have received your document for PRIME ENTERPRISES, INC. and the authorization to debit your account in the amount of \$. However, the document has not been filed and is being returned for the following:

As a condition of a conversion, pursuant to s.607.1622 (9) & s.607.1622 (10), Florida Statutes, the entity must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the conversion is submitted for filing.

Please return 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) 245-6050.

Terri J Schroeder
Regulatory Specialist III

Letter Number: 420A00000233

RECEIVED
2020 JAN -7 10 52
FBI MIAMI

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Prime Enterprises, 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:

Judah Elstein

Contact Person

Helling Lindeman Goldstein & Siegal LLP

Firm/Company

One Gateway Center

Address

Newark, NJ 07102-5323

City, State and Zip Code

jelstein@hlgsllaw.com

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

For further information concerning this matter, please call:

Mohamed Barakat

at (305) 625-4929

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

Mailing Address:

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

Street Address:

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

Certificate of Conversion
For
Florida Profit Corporation
Into
"Other Business Entity"

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2020 JAN -3 AM 10:36

This Certificate of Conversion is submitted to convert the following **Florida Profit Corporation** into an **"Other Business Entity"** in accordance with s. 607.1113, Florida Statutes.

1. The name of the Florida Profit Corporation converting into the "Other Business Entity" is:

Prime Enterprises, Inc.

Enter Name of Florida Profit Corporation

2. The name of the "Other Business Entity" is:

Prime Enterprises, LLC

Enter Name of "Other Business Entity"

3. The "Other Business Entity" is a limited liability company
(Enter entity type. Example: limited liability company, limited partnership,
general partnership, common law or business trust, etc.)

organized, formed or incorporated under the laws of Delaware
(Enter state, or if a non-U.S. entity, the name of the country)

4. The above referenced Florida Profit Corporation has converted into an "Other Business Entity" in compliance with Chapter 607, F.S., and the conversion the applicable laws governing the "Other Business Entity."

5. The plan of conversion was approved by the converting Florida P
accordance with Chapter 607, F.S.

6. If applicable, the written consent of each shareholder who,
conversion, is now a general partner of the surviving entity
s. 607.1112(6), F.S.

7. This conversion was effective under the laws gove

on: January 2, 2020

Par

8. This conversion shall be effective in Florida on: January 2, 2020.
(The effective date: 1) cannot be prior to 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 of the conversion under the laws governing the "Other Business Entity.")

9. The "Other Business Entity's" principal office address, if any:

☐

16363 NW 49th Ave., Miami, FL 33014

10. If the "Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Other Business Entity":

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida profit corporation, including any appraisal rights of shareholders of the converting Florida profit corporation under ss. 607.1301-607.1333, Florida Statutes.

b.) Lists the following street and mailing address of an office, which the Florida Department of State may use for purposes of s. 607.1114(4), Florida Statutes.

Street Address: 16363 NW 49th Ave., Miami, FL 33014

Mailing Address: 16363 NW 49th Ave., Miami, FL 33014

11. The "Other Business Entity" has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under ss.607-1301-607.1333, F.S.

Signed this Second day of January, 2020.

Signature: [Signature]
(Must be signed by a Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.)

Printed Name: Mohamed Barakat Title: President

Fees: Filing Fee: \$35.00
Certified Copy: \$8.75 (Optional)
Certificate of Status: \$8.75 (Optional)