

L00000011281

LAW OFFICES

RASCO REININGER & PEREZ
PROFESSIONAL ASSOCIATION

283 Catalonia Avenue, 2nd Floor
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Mercedes M. Sellek
Michael C. Slotnick
Jorge M. Vigil

José Manuel Pallí
Of counsel

* Board Certified-Business Litigation

August 23, 2000

700003393937--5
-08/23/00--01011--001
*****25.00 *****25.00

Certified Mail
Returned Receipt Requested

Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

Re: Century Everglades, Ltd. - Certificate Conversion

Dear Sir or Madam:

In connection with the above captioned matter, enclosed please find our operating account check no. 12665 in the amount of \$25.00 representing the filing fee for the attached Certificate of Conversion. Please forward any documentation to our offices as soon as possible.

If you have any questions, please do not hesitate to contact us.

Very truly yours,

RASCO, REININGER & PEREZ, P.A.

Angela D. Gonzalez
Angela D. Gonzalez
Legal Assistant

FILED
00 SEP 19 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name	
Availability	
Document Examiner	/adg Encl. DCC
Updater	261-0102/147839 DCC
Updater/Verifier	DCC
Final Judgment	DCC
Verifier	DCC

2x 150.00
must be sent in together

L00000011281

5 pages

780 204.671

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Of counsel

* Board Certified-Business Litigation

September 11, 2000

Certified Mail

Returned Receipt Requested

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Attention: Diane Cushing
Corporate Specialist

700003393937--5
-09/14/00--01111--001
****125.00 ****125.00

Re: Century Everglades, Ltd. – Certificate Conversion

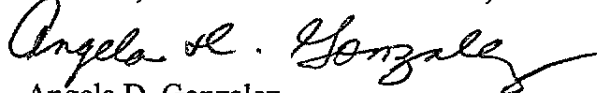
Dear Sir or Madam:

In connection with the above captioned matter, enclosed please find our operating account check no. 12787 in the amount of \$125.00 representing the remaining filing fees for the attached Certificate of Conversion. Please forward any documentation to our offices as soon as possible.

If you have any questions, please do not hesitate to contact us.

Very truly yours,

RASCO, REININGER & PEREZ, P.A.



Angela D. Gonzalez
Legal Assistant

/adg

Encl.

261-0102/151074.doc



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 31, 2000

ANGELA D. GONZALEZ
RASCO REININGER & PEREZ
283 CATALONIA AVENUE, 2ND FLOOR
CORAL GABLES, FL 33134-6700

SUBJECT: CENTURY EVERGLADES, LTD.
Ref. Number: W00000021542

We have received your document for CENTURY EVERGLADES, LTD. and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must submit the conversion and the articles of organization at the same time. The filing fee will be a total of \$150.00.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 100A00046660

CERTIFICATE OF CONVERSION

Pursuant to section 608.439, Florida Statutes, the following unincorporated business entity hereby submits the attached articles of organization and this certificate of conversion to convert to a Florida limited liability company:

FIRST: The name of the unincorporated business immediately prior to filing this document was:

CENTURY/EVERGLADES, LTD.
(A98000000599)

SECOND: The date on which and the jurisdiction in which the unincorporated business was first created or otherwise came into being are:

- A. Date: MARCH 4, 1998
- B. Jurisdiction: FLORIDA
- C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: N/A

THIRD: The name of the limited liability company as set forth in the attached articles of organization is:

CENTURY EVERGLADES LLC

Signature of a Member or an Authorized Representative of a Member
(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

SERGIO PINO, AS DIRECTOR OF CENTURY DISTRIBUTORS
GROUP, INC., AS MANAGER AND MEMBER

Typed or Printed Name of Signee

FILED
00 SEP 19 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILING FEES:

- \$100.00 Filing Fee for Articles of Organization
- \$ 25.00 Filing Fee for Registered Agent Designation
- \$ 25.00 Filing Fee for Certificate of Conversion
- \$ 30.00 Certified Copy (optional)
- \$ 5.00 Certificate of Status (optional)

(Note: Section 608.439, F.S., does not provide for a corporation to convert to a limited liability company.)

ARTICLE I - Name:

The name of the Limited Liability Company is:

CENTURY EVERGLADES LLC

ARTICLE II - Address:

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

7270 N.W. 12th Avenue
Miami, Florida 33126

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

MIAMI CORPORATE SYSTEMS, INC.
Name
283 CATALONIA AVENUE, 2ND FLOOR
Florida street address (P.O. Box **NOT** acceptable)
CORAL GABLES, FL 33134
City, State, and Zip

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 the 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 as provided for in Chapter 608, F.S.

Registered Agent's Signature

Salomon B. Esquenazi, Assoc. U.

09 SEP 19 PM 12:48
SECRETARY OF STATE
PALM BEACH, FLORIDA

FILED

Article IV - Management (Check box if applicable.)

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

(An additional article must be added if an effective date is requested)

Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

SERGIO PINO, AS DIRECTOR OF CENTURY
DISTRIBUTORS GROUP, INC., AS MANAGER AND MEMBER

Typed or printed name of signee

FILING FEES:

- \$ 100.00 Filing Fee for Articles of Organization
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (OPTIONAL)
- \$ 5.00 Certificate of Status (OPTIONAL)

Audit No.: H00000044349 9

This Instrument Prepared By:

Salomon B. Esquenazi, Esq.
Rasco, Reininger & Perez, P.A.
283 Catalonia Avenue, 2nd Floor
Coral Gables, Florida 33134-6700