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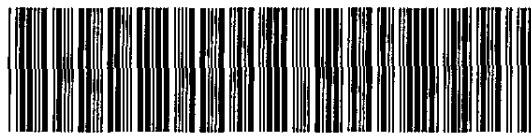
(Business Entity Name)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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TALLAHASSEE, FLORIDA

L.G.S.V. Properties, LLC

- ___ Art of Inc. File _____
- ___ LTD Partnership File _____
- ___ Foreign Corp. File _____
- ✓ L.C. File Conversion
- ___ Fictitious Name File _____
- ___ Trade/Service Mark _____
- ___ Merger File _____
- ___ Art. of Amend. File _____
- ___ RA Resignation _____
- ___ Dissolution / Withdrawal _____
- ___ Annual Report / Reinstatement _____
- ✓ Cert. Copy _____
- ___ Photo Copy _____
- ___ Certificate of Good Standing _____
- ___ Certificate of Status _____
- ___ Certificate of Fictitious Name _____
- ___ Corp Record Search _____
- ___ Officer Search _____
- ___ Fictitious Search _____
- ___ Fictitious Owner Search _____
- ___ Vehicle Search _____
- ___ Driving Record _____
- ___ UCC 1 or 3 File _____
- ___ UCC 11 Search _____
- ___ UCC 11 Retrieval _____
- ___ Courier _____

Signature _____

Requested by: SK

Name

Date

Time

Walk-In _____

Will Pick Up _____

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:

A.G.S.V. Properties, a Florida general partnership

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

- A. Date: April 10, 1991
- B. Jurisdiction: Florida (Miami-Dade County)
- C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: _____

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

A.G.S.V. Properties, 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.)

Stewart A. Greenstein, managing member

Typed or Printed Name of Signee

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.)

**ARTICLES OF ORGANIZATION
OF
A.G.S.V. PROPERTIES, LLC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be A.G.S.V. PROPERTIES, LLC, ("company").

ARTICLE II - ADDRESS

The mailing and street address of the company is 9150 SW 87th Avenue, Suite 205, Miami, Florida 33176.

ARTICLE III - DURATION

The company shall exist from the date of filing these Articles with the Florida Department of State until the occurrence of any events specified in the Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the remaining members.

ARTICLE IV - MANAGEMENT

The management of the company is reserved to the members. The following will initially be the managing member:

Stewart A. Greenstein
9150 SW 87th Avenue, Suite 205
Miami, Florida 33176

ARTICLE V - ADDITIONAL MEMBERS

Additional members to the company may be admitted, but only if the current member agrees to the admission of the additional members and to the terms of admission.

ARTICLE VI - MEMBERS RIGHTS TO CONTINUE BUSINESS

If a member of the company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the company, the remaining members may, by unanimous written agreement, continue the business of the company.

ARTICLE VII - REGISTERED AGENT AND OFFICE

The name and street address of the registered agent of the company in the state of Florida are Alyson E. Greenfield, Esq., 15105 NW 77th Avenue, Suite 303, Miami Lakes, Florida 33014.

ARTICLE VIII - REGULATIONS

The members, by majority action, shall have the power to adopt, alter, amend or repeal regulations of the company containing provisions for the regulation and management of the affairs of the company.

ARTICLE IX - DATE OF EXISTENCE

The existence of the company shall commence on the date of the filing the Articles of Organization by the Florida Department of State.

The undersigned executed these Articles of Organization on this ____ day of June, 2004.


STEWART A. GREENSTEIN

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

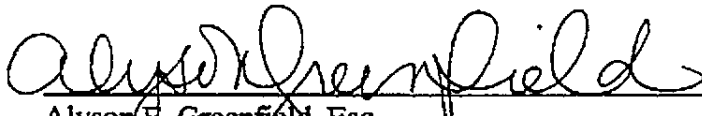
Pursuant to the provisions of Section 608.415, Florida Statutes, the below referenced limited liability company has designated in its Articles of Organization its Registered Agent/Registered Office, in the state of Florida.

1. The name of the limited liability company is: A.G.S.V. Properties, LLC
2. The name of the Registered Agent and the Registered Office is:

Alyson E. Greenfield, Esq.
15105 NW 77th Avenue, Suite 303
Miami Lakes, Florida 33014

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 all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept obligations of my position as registered agent as provided for in Chapter 608, F.S.

Dated this 15 day of June, 2004.


Alyson E. Greenfield, Esq.