

LO6000036416

00789-00524-00671

eff date/rec. 3/6/06
off cant be prior

(Requestor's Name)



(Address)

600067084446

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

P04-41225 (converting)

(Document Number)

Certified Copies _____ Certificates of Status 1

Special Instructions to Filing Officer:

3/6

FL LC
Conversion

EFFECTIVE DATE
3-7-06

02876

Office Use Only

W06-11035

M. HODGES

00789-00524-00671

06/10/06 5:17 PM
10/5/07 9:00 AM
10/5/07 9:00 AM

February 22, 2006

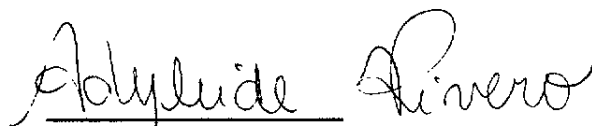
Registration Section
Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, FL 32314

Subject: ADYS 1, LLC
Convert a Profit Corporation into a LLC

Dear Sir or Madam:

The enclosed Certificate of Conversion, Articles of Organization, and fees for the amount of \$155.00 (one hundred fifty and 00/100—) are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s.608.439,F.S.

Please forward all correspondence concerning this matter to, Adyleide Rivero, Adys 1, LLC, 8777 Collins Ave. Suite 610, Miami Beach, FL 33140, telephone number (305)993-4452.


Adyleide Rivero
8777 Collins Ave Suite 610
Miami Beach, FL 33140

Enc.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 7, 2006

ADYLEIDE RIVERO
8777 COLLINS AVE, SUITE 610
MIAMI BEACH, FL 33140

SUBJECT: ADYS 1, LLC
Ref. Number: W06000011035

We have received your document for ADYS 1, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please correct the effective date on the Certificate of Conversion form. It cannot be prior to 3/6/06, the date we received it.,

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) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 106A00015830

Certificate of Conversion

For
"Other Business Entity"

Into
Florida Limited Liability Company

This Certificate of Conversion **and attached Articles of Organization** are submitted to convert the following **"Other Business Entity"** into a **Florida Limited Liability Company** in accordance with s.608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

ADYS 1, CORPORATION

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a **ADYS 1, CORPORATION.** (Enter entity type. Example: corporation, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of **FLORIDA**
(Enter state, or if a non-U.S. entity, the name of the country) on **03/03/2004.**
(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:
N/A

FILED
2004 MAR 03 PM 3:07
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

4. The name of the Florida Limited Liability Company as set forth in the attached

Articles of Organization: ADYS 1, LLC

5. If not effective on the date of filing, enter the effective date: 03/07/2006.

(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 listed in the attached Articles of Organization, if an effective date is listed therein.)

Signed this 22 day of February 2006.

Signature of Authorized Person: Adyilde Rivero

Printed Name: Adyilde Rivero

Title: President

ARTICLES OF ORGANIZATION FOR

ADYS 1, LLC

ARTICLE I

NAME

The name of the Limited Liability Company is: **ADYS 1, LLC.**

ARTICLE II

ADDRESS

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

Mailing address: 8777 Collins Ave. Suite 610
Miami Beach, Fl 33140

Street Address: 8777 Collins Ave. Suite 610
Miami Beach, Fl 33140

SEP 10
06 MAR -6 PM 9:07
MILLER & MILLER

ARTICLE III
DURATION

The period of duration for the Limited Liability Company shall be perpetual unless dissolved according to law.

ARTICLE IV
PURPOSE

The Limited Liability Company is organized for the purpose of engaging in any and all other acts or purposes permitted under Section 608.404 of the Florida Statutes 1993, as amended from time to time, and for any and all other applicable or governing laws of the State of Florida, except as any of the foregoing acts and/or purposes may be otherwise barred or restricted by law.

ARTICLE V
MANAGEMENT

The Limited Liability Company is to be managed by a Managing Member and the name and address of the Managing Members are/is:

Title	Name	Address
MGR= Manager	Adyleide Rivero	8777 Collins Ave. Suite 610 Miami Beach, Fl 33140

ARTICLE VI
ADMISSION OF NEW MEMBERS

Unless otherwise herein specified, new Members shall be admitted to the Limited Liability Company during the period of its existence. New Members may be admitted pursuant to a vote of not less than 100% of the total existing ownership interests in the Limited Liability Company. No individual Member and/or Managing Member of the Limited Liability Company shall ever have the power to terminate or grant membership to any person.

ARTICLE VII
CONTINUACION AFTER INVOLUNTARY TERMINATION

In the event of termination of the Limited Liability Company due to death, retirement, resignation, expulsion, bankruptcy or dissolution of member or any other event which involuntarily terminates the Limited Liability Company, then in that event, the remaining and/or surviving Member(s) shall be fully entitled to continue the business of the Limited Liability Company provided that 100% of the ownership interest then remaining shall have to do so in writing.

IN WITNESS WHEREOF, the undersigned subscribers have executed these

Articles of Organization this 03 days of March 2006.


Adylde Rivero

STATE OF FLORIDA)

) SS

COUNTY OF DADE)

**CERTIFICATE OF DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE.**

PERSUANT TO THE PROVISION OF SECTION OF SECTION 608.415, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/
REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of The Limited Liability Company is :

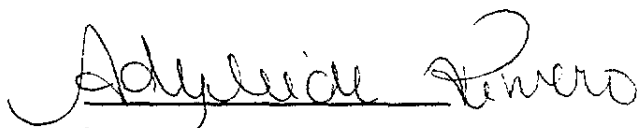
ADYS 1, LLC.

2. The name and address of the Registered Agent and office is:

Adyleide Rivero, 8777 Collins Ave. Suite 610, Miami Beach, Fl 33140

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 the duties, and I am familiar
with and accept the obligations of my position as Registered Agent.

Date: 2/28/06


Adyleide Rivero