

Wd0000039952

00789-06/06 - 00671 eff date / rec. 3/31

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

P05-28327

(Document Number)

Certified Copies 1 Certificates of Status 1

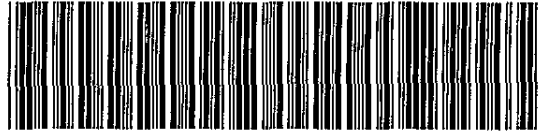
Special Instructions to Filing Officer:

3/31 FL LC Conversion

EFFECTIVE DATE

02876 Ack 3-31-06

02877 CC Office Use Only



200069132462

03/31/06 --01055--010 \*\*185.00

FILED  
06 MAR 31 PM 12:01  
TALLAHASSEE, FLORIDA

M. HODGES

W06-16026

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** International Design & Development Group, LLC.  
(Name of Resulting Florida Limited Company)

The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 608.439, F.S.

Please return all correspondence concerning this matter to:

Ricardo A. Prieto

(Contact Person)

International Design & Development Group, LLC.

(Firm/Company)

6490 Metrowest Blvd. Suite 802

(Address)

Orlando, Florida 32835

(City, State and Zip Code)

For further information concerning this matter, please call:

Ricardo A. Prieto

(Name of Contact Person)

at ( 407 ) 488.7534

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$150.00 Filing Fees  
( \$25 for Conversion  
& \$125 for Articles  
of Organization )

☐ \$155.00 Filing Fees  
and Certificate of  
Status

☐ \$180.00 Filing Fees  
and Certified Copy

☒ \$185.00 Filing Fees,  
Certified Copy, and  
Certificate of Status

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 5, 2006

RICARDO A. PRIETO  
INTERNATIONAL DESIGN & DEVELOPMENT GROUP  
6490 METROWEST BLVD., SUITE 802  
ORLANDO, FL 32835

SUBJECT: INTERNATIONAL DESIGN & DEVELOPMENT GROUP, LLC  
Ref. Number: W06000016226

We have received your document for INTERNATIONAL DESIGN & DEVELOPMENT GROUP, LLC and your check(s) totaling \$185.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date of the conversion cannot be prior to the date of filing nor more than 90 days after the date of filing and must be the same as the effective date listed in the Florida Articles of Organization, if any.

The effective date cannot be prior to 3/31/06, the date received by this office.,

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: 306A00023045

**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:

Euro Consultant Engineers, Inc. **P05-28327**

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a 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 02/23/2005  
(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

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

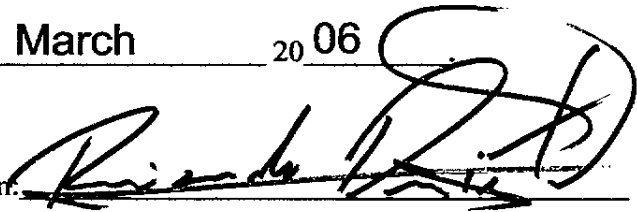
International Design & Development Group, LLC.

(Enter Name of Florida Limited Liability Company)

**FILED**  
06 MAR 31 PM 12:01  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

5. If not effective on the date of filing, enter the effective date: March 31, 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 28 day of March 2006

Signature of Authorized Person: 

Printed Name: Ricardo A. Prieto Title: Manager

**Fees:**

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

**ARTICLES OF ORGANIZATION**  
**FOR**  
**FLORIDA LIMITED LIABILITY COMPANY**  
Pursuant to Chapters § 608 and 621, Florida Statutes (F.S.)



The undersigned hereby certifies that is has formed a limited liability company under the Sate of Florida.

**ARTICLE I**

**Name**

The name of the limited liability company shall be:

**INTERNATIONAL DESIGN & DEVELOPMENT GROUP, LLC.**

**ARCTICLE II**

**Address and Place of Business**

The mailing address and principal place of business for the limited liability company is:

**INTERNATIONAL DESIGN & DEVELOPMENT GROUP, LLC.**  
c/o Ricardo A. Prieto  
6490 Metrowest Blvd. Suite 802  
Orlando, Florida 32835

**ARTICLE III**

**Period of Duration**

The limited liability company shall begin existence on the day March 31, 2006, and shall continue into perpetuity, or until dissolved in a manner provided bylaw or by operating agreement adopted by the Members of the limited liability company.

06 MAR 31 PM 12:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

## **ARTICLE IV**

### **Purposes**

The limited liability company may engage in the transaction of any or all lawful business for which limited liability companies may be formed under the laws of the State of Florida.

## **ARTICLE V**

### **General Powers**

The limited liability company shall have the power to:

- (a) Purchase, take, receive, lease or otherwise acquire, own, hold, improve, use, or otherwise deal in or with real or personal property, or an interest in real or personal property, wherever situated.
- (b) Sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer or otherwise dispose of all or any part of its property or assets.
- (c) Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, use or deal in or with:
  - (i) Shares or other interests in or obligations of other foreign or domestic limited liability companies, domestic or foreign corporations, associations, general or limited partnerships or individuals; or
  - (ii) Direct or indirect obligations of the United States or any other government, state, territory, governmental district or municipality, or of any instrumentality thereof.
- (d) Make contracts or guarantees or incur liabilities; borrow money at such rates of interest as the limited liability company may determine; issue its notes, bonds or other obligations or secure any of its obligations by mortgage or pledge of all or any part of its property, assets, franchises or income.
- (e) Lend money for any lawful purpose, invest or reinvest its funds, or take and hold real or personal property as security for the payment of funds so loaned or invested.
- (f) Conduct its business, carry on its operations and have offices, and exercise the powers granted by Florida law, within or without the State of Florida.
- (g) Elect or appoint managers and agents, define their duties, and fix their compensation.
- (h) Make and alter an operating agreement not inconsistent with these Articles of Organization or the laws of the State of Florida.
- (i) Make donations to the public welfare or for charitable, scientific or educational purposes.
- (j) Indemnify a Member or any other person to the same extent as a corporation may indemnify any of the directors, officers, employees, or

- agents of the corporation against expenses actually and reasonably incurred by him or it in connections with the defense of an action, suit, or proceeding, whether civil or criminal, in which he or it is made a party.
- (k) Cease its activities and surrender this Certificate of Organization.
  - (l) Have and exercise all powers necessary or convenient to affect any or all of the purposes for which the limited liability company is organized.
  - (m) Transact any lawful business which the Members find to be in aid of governmental policy.
  - (n) Pay pensions and establish pension plans, profit-sharing plans and other incentive plans for any or all of its employees.
  - (o) Be a promoter, incorporator, general partner, limited partner, Member, associate, or manager of any corporation, partnership, limited partnership, limited liability company, joint venture, trust or other enterprise.
  - (p) Have and exercise all other powers necessary or convenient to effect its purposes.

## ARTICLE VI

### Registered Office and Registered Agent

The street address of the limited liability company's initial registered office is 6490 Metrowest Blvd. Suite 802, Orlando, FL 32835 and the initial registered agent at such address is Ricardo A. Prieto. The limited liability company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes.


## ARTICLE VII

### Management

The management of Limited Liability Company shall be by Two (2) Managers of which shall be elected by each Members. The initial Managers shall be Ricardo A. Prieto, whose address is 6490 Metrowest Blvd. Suite 802. Orlando, Florida 32835. And Reinaldo J. Prieto, whose address is 6490 Metrowest Blvd. Suite 802. Orlando, Florida 32835. Said Managers shall elect a President, one or more Vice President, a Secretary and Treasurer and such officers shall the same authority and responsibility with respect to the company corresponding officer of a Florida Corporation would have with respect to a corporation.

### **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.)



\_\_\_\_\_  
**Typed or printed name of Signee**



## **ARTICLE VIII**

### **Continuity of Business**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the business of the limited liability company shall not cease and the limited liability company shall not be dissolved unless the business of the limited liability company is terminated by the consent or agreement of the majority of the remaining Members interests. Notwithstanding the death, retirement, resignation, expulsion or bankruptcy of a Member, all contracts authorized by the limited liability company and executed by such Member in his or its representative capacity shall survive and shall inure to the benefit of the limited liability company.

## **ARTICLE IX**

### **Restrictions on Membership**

No new members shall be admitted to the limited liability company except as provided in the Operating Agreement. Contributions required of new members shall be determined as of the time of their admission to the limited liability company. A member's interest in the limited liability company may not be sold or otherwise transferred except in compliance with the Operating Agreement of the limited liability company. Additional restrictions and conditions on membership may be set forth in Operating Agreement adopted by the members.

## **ARTICLE X**

### **Operating Agreement**

The members of the limited liability company shall adopt an Operating Agreement of the members pertaining to the regulation, management and affairs of the limited liability company, provided that such Operating Agreement shall not be inconsistent with these Article of Organization or with the laws of the State of Florida. The Operating Agreement may be modified in the manner specified in the Operating Agreement except as otherwise limited by the laws of the State of Florida.

## **ARTICLE XI**

### **Amendment**

These Articles of Organization may be amended from time to time as set forth in the Operating Agreement.

## ARTICLE XII


### Voting

Each Member's vote shall be weighted in proportion to the Member's initial capital contribution plus any additional capital contributed by the members at the request of the limited liability company as authorized by the Operating Agreement.

\*\*\*\*\*

*Having been named as registered agent to accept services of process for the above stated Limited Liability Company at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

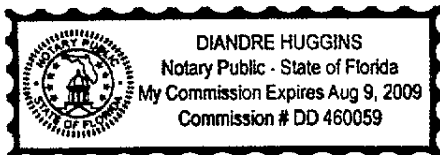
*IN WITNESS WHEREOF, the undersigned, Ricardo A. Prieto, as the authorized representative of INTERNATIONAL DESIGN & DEVELOPMENT GROUP, LLC, a Florida limited liability company, has executed these Article of Organization this 28th day of March, 2006.*

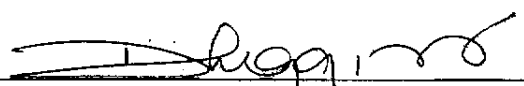
  
**Ricardo A. Prieto**  
Representative of INTERNATIONAL DESIGN &  
DEVELOPMENT GROUP, LLC., a Florida Liability Company, a Member

STATE OF FLORIDA  
ORANGE COUNTY

I HEREBY CERTIFY, that on this day personally appeared before me, an office duly authorized to administer oaths and take acknowledgments, Ricardo A. Prieto, to me personally known to be the individual described n and who executed the foregoing instrument of who has produced N/A as identification and who did take an oath and acknowledged before me that he executed the same for the purposes therein expressed and in the capacity so stated.

WITNESS my hand and official seal at Orlando, said County and State, this 28<sup>th</sup> day of March, 2006



  
Notary Public  
Print Name: DIANDRE HUGGINS  
My Commission Expires: 8/9/09

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS 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:

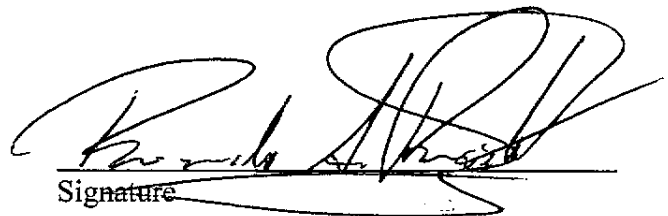
**INTERNATIONAL DESIGN & DEVELOPMENT GROUP, LLC.**

2.- The name and address of the registered agent and office is:

Ricardo A. Prieto  
6490 Metrowest Blvd. Suite 802  
Orlando, Florida 32835

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 the obligations of my position as registered agent.

Dated this 28th day of March, 2006.

  
Signature