

L06000082253

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

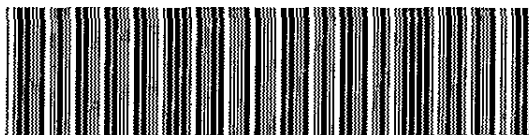
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Converting entity - (Inc. not Corp)  
effective date

W06000025875

aka 8/21

May 22, 2006

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

Subject: PIERCE USA, 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, Patricia Pierce, PIERCE USA LLC, 80 South Shore Drive Suite 310, Miami Beach, FL 33141.



Patricia Pierce  
80 South Shore Drive Suite 310  
Miami Beach, FL 33141.

Enc.

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

June 6, 2006

PATRICIA PIERCE  
80 SOUTH SHORE DRIVE, SUITE 310  
MIAMI BEACH, FL 33141

SUBJECT: PIERCE USA LLC  
Ref. Number: W06000025875

We have received your document for PIERCE USA 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):

The Florida corporation that is converting into this limited liability company name according to our records is Pierce USA, Inc. Please correct your documents.

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 Incorporation, if any.

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) 245-6913.

Diane Cushing  
Document Specialist Supervisor

Letter Number: 406A00039080

**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:

**PIERCE USA INC.**

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a **PIERCE USA, INC.** (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 **04/18/2005.**  
(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**

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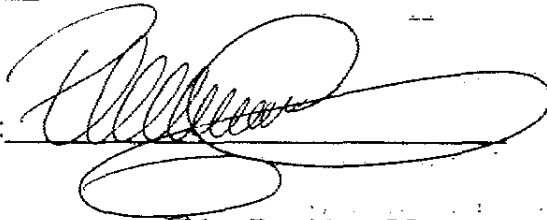
4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization: PIERCE USA, LLC

5. If not effective on the date of filing, enter the effective date: 09/26/2006.

(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 17<sup>th</sup> day of August 2006.

Signature of Authorized Person:



Printed Name: Patricia Pierce

Title: President-Mgr.

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TALLAHASSEE, FLORIDA

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# ARTICLES OF ORGANIZATION FOR

## PIERCE USA, LLC

### ARTICLE I

#### NAME

The name of the Limited Liability Company is: **PIERCE USA, LLC**

### ARTICLE II

#### ADDRESS

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

Mailing address: 80 South Shore Drive Suite 310  
Miami Beach, FL 33141.

Street Address: 80 South Shore Drive Suite 310  
Miami Beach, FL 33141.

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TALLAHASSEE, FLORIDA

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**ARTICLE III**

**DURATION**

The period of duration for the Limited Liability Company shall be perpetual unless dissolved according to law. Effective date 09/26/2006.

**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:

<b>Title</b>	<b>Name</b>	<b>Address</b>
MGR= Manager	Patricia Pierce	1850 South Ocean Dr. # 1805 Hallandale, Fl; 33009

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**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 24th days of May, 2006.

  
Patricia Pierce

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TALLAHASSEE, FLORIDA



STATE OF FLORIDA)

) SS

COUNTY OF DADE)

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

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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 :

**PIERCE USA, LLC.**

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

Patricia Pierce, 80 South Shore Drive Suite 310, Miami Beach, Fl 33141.

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: 05/24/06

  
\_\_\_\_\_  
Patricia Pierce