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1-1-07

**GUTTENMACHER, BOHATCH & BARINAGA-BURCH, P.A.**

**ATTORNEYS AT LAW**

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JOHN S. BOHATCH  
EDWARD P. GUTTENMACHER  
TIMOTHY L. SMITH\*\*

PRACTICE LIMITED TO  
PROBATE, ESTATE PLANNING,  
BUSINESS PLANNING & TAXATION

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PLEASE REPLY TO:  
SOUTH MIAMI

December 28, 2006

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

**RE: Certificate of Conversion for Emeralds International, Inc.**

Dear Division of Corporations:

Enclosed you will find the required documentation to convert Emeralds International, Inc. (Document Number M38717), a Florida Corporation created on September 18, 1986, to Emeralds International, LLC, a Florida limited liability company. The Articles of Organization for Emeralds International, LLC, are enclosed.

Please accept the enclosed payment of \$160.00 (\$35.00 for conversion plus \$125.00 for the filing fees of the LLC) for the conversion. Feel free to contact our offices if you have any questions.

Sincerely,



Timothy L. Smith, Esquire

TLS/  
Enclosures

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 2, 2007

TIMOTHY L. SMITH, ESQ.  
GUTTENMACHER, BOHATCH & BARINAGA-BURCH  
7301 SW 57TH COURT, SUITE 560  
SOUTH MIAMI, FL 33143

SUBJECT: EMERALDS INTERNATIONAL, INC.  
Ref. Number: M38717

We have received your document for EMERALDS INTERNATIONAL, INC. and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We are enclosing the proper form(s) with instructions for your convenience.

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) 245-6984.

Deborah Bruce  
Document Specialist

Letter Number: 607A00000166

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TALLAHASSEE FLORIDA

**CERTIFICATE OF CONVERSION  
AND ARTICLES OF ORGANIZATION OF  
EMERALDS INTERNATIONAL, INC. TO  
EMERALDS INTERNATIONAL, LLC**

Effective, January 1<sup>st</sup>, 2007, The undersigned, being the President of **EMERALDS INTERNATIONAL, INC.**, a Florida corporation, the company being converted (the "Converting Company"), for the purpose of converting the aforesaid company, hereby certifies:

1. The exact name, street address of its principal office, jurisdiction, and entity type of the Converting Company is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
EMERALDS INTERNATIONAL, INC. 104 Duval Street Key West, FL 33040	Florida	Corporation

M38717

2. The exact name, street address of its principal office, jurisdiction, and entity type of the Resulting Company is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
EMERALDS INTERNATIONAL, LLC 104 Duval Street Key West, FL 33040	Florida	LLC

3. This Certificate of Conversion is being filed pursuant to a Plan of Conversion (the "Plan"), which is attached hereto and made a part hereof;
4. That all of the assets of the Company were titled to reflect the change in the type of entity under Florida law;
5. The Articles of Organization of the Resulting Company are filed with the Department of State, Divisions of Corporations in the State of Florida on said same date of this Certificate of Conversion;
6. The Articles of Incorporation of the Converting Company were filed with the Department of State, Divisions of Corporations in the State of Florida on September 18, 1986; and
7. The attached Plan meets the requirements of section(s) 607.1112, 607.1113, 607.1114 Florida Statutes, and was duly approved by the members and

**EFFECTIVE DATE**

1-1-07

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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8. This Certificate of Conversion may be executed in any number of counterparts with the same effect as if all parties hereto had all signed the same document. All counterparts will be construed together and will constitute one (1) agreement.
9. The conversion is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the Articles of Incorporation of the Converting Company.
10. The merger shall become effective as of <sup>January 1st, 2007</sup> ~~the date the Certificate of Conversion is filed with the Florida Department of State.~~
11. The Certificate of Conversion complies with and was executed in accordance with Florida law.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Conversion effective ~~December 1, 2006~~.

*January 1st, 2007*

EMERALDS INTERNATIONAL, INC., the Converting Company

  
\_\_\_\_\_  
MANUEL J. MARCIAL, President

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**Articles of Organization**  
**for**  
**EMERALDS INTERNATIONAL, LLC**  
**a Florida Limited Liability Company**

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TALLAHASSEE FLORIDA

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such company:

1. **Name.** The name of the Limited Liability Company shall be:

**EMERALDS INTERNATIONAL, LLC**

2. **Duration/Continuation.** The period of this company's duration shall be fifty (50) years, unless terminated earlier or later extended in accordance with the relative provisions of the Operating Agreement of the company.

3. **Address.** The mailing address and street address of the principal office of the Limited Liability Company is 104 Duval Street, Key West, Florida 33040.

4. **Registered Agent and Office.** The name and street address of the initial registered agent and office for this company is as follows: Marina Marcial, 104 Duval Street, Key West, FL 33040.

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 as provided for in Chapter 608, F.S.

  
Marina Marcial, Registered Agent

5. **Management.** The name and address of each Manager or Managing Member is as follows:

Title:

Name and Address:

MGR

INGE MARCIAL  
Address: 104 Duval Street  
Key West, FL 33040

MGR

MANUEL J. MARCIAL  
Address: 104 Duval Street  
Key West, FL 33040

IN WITNESS WHEREOF, the undersigned has executed this Articles of Organization on this 22 day of December, 2006.

  
\_\_\_\_\_  
INGE MARCIAL, Manager

  
\_\_\_\_\_  
MANUEL J. MARCIAL, Manager

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