

LO7000021956

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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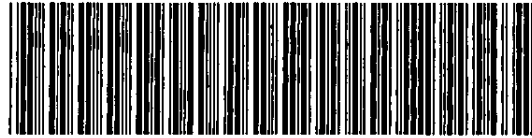
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
DIVISION OF CORPORATION
07 FEB - 1 PM 2:39



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 2, 2007

ARISTA & HERRAN
GABLES INTERNATIONAL PLAZA
2655 LE JEUNE ROAD 5TH FLOOR
CORAL GABLES, FL 33134

SUBJECT: FSD GROUP, LLC
Ref. Number: W07000005659

We have received your document for FSD GROUP, LLC and your check(s) totaling \$212.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date must be specific and cannot be prior to the date of filing.

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) 245-6851.

Gina McLeod
Document Specialist

Letter Number: 807A00008195

ARISTA & HERRÁN

GABLES INTERNATIONAL PLAZA
2655 SOUTH LE JEUNE ROAD, 5TH FLOOR
CORAL GABLES, FLORIDA 33134
TELEPHONE: (305) 444-7662
FACSIMILE: (305) 444-7275
Info@AristaLaw.com

January 22, 2007

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

Re: FSD GROUP, INC. and FSD GROUP, LLC

To Whom It May Concern:

Enclosed please find: (1) the Certificate of Conversion and fee submitted to convert a Florida Profit Corporation into an "Other Business Entity" in accordance with s. 607.1113, F.S.; and (2) the Articles of Organization and fee submitted for filing.

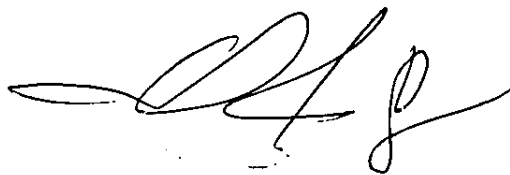
Please return all correspondence concerning this matter to:

Arista & Herrán
Gables International Plaza
2655 Le Jeune Road, 5th Floor
Coral Gables, Florida 33134

For further information concerning this matter, please call Eduardo R. Arista, at (305) 444-7662.

Enclosed is a check in the amount of \$212.50 which includes the \$52.50 fee for the filing, certified copy, and Certificate of Status for the Certificate of Conversion, and the \$160.00 fee for the filing, certified copy, and Certificate of Status for the Articles of Organization

Regards,



Eduardo R. Arista, Esq.

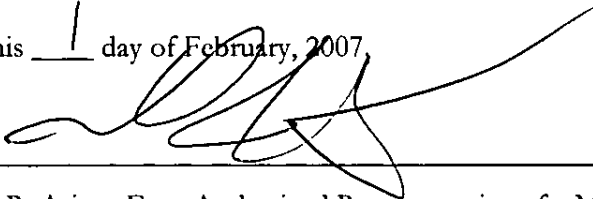
BUSINESS AND CORPORATE - REAL PROPERTY - ASSET PROTECTION
LITIGATION - CONSTRUCTION - TAXATION - ESTATE PLANNING

**CERTIFICATE OF CONVERSION FOR
FSD GROUP, INC
INTO
FSD GROUP, LLC**

This Certificate of Conversion is submitted to convert FSD GROUP, INC., a Florida Corporation into an "Other Business Entity" in accordance with Florida Statute Section 607.1113, and as required by the governing law of the "Other Business Entity."

1. The name of the Florida Corporation converting into the "Other Business Entity" is: FSD GROUP, INC. (the "Corporation"). **P99-65476**
2. The "Corporation" was first organized on July 22, 1999, in accordance with the laws of Florida.
3. The name of the "Other Business Entity" is: FSD GROUP, LLC.
4. The "Other Business Entity" is a limited liability company organized under the laws of Florida.
5. The above referenced Florida Corporation has converted into an "Other Business Entity" in compliance with Florida Statutes Chapter 607, and the conversion complies with the applicable laws governing the "Other Business Entity."
6. The plan of conversion was approved by the converting Florida Corporation in accordance with Florida Statutes Chapter 607, and as required by the governing law of the "Other Business Entity."
7. This conversion was effective under the laws governing the "Other Business Entity" on February 1, 2007.
8. The initial street address of the principal office and mailing address is 8290 Northwest 25th Street, Miami, Florida 33122, or as otherwise provided by the Operating Agreement.

Signed this 1 day of February, 2007.



Eduardo R. Arista, Esq., Authorized Representative of a Member

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**ARTICLES OF ORGANIZATION
OF
FSD GROUP, LLC**

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

**ARTICLE I
NAME**

The name of the Limited Liability Company is FSD GROUP, LLC.

**ARTICLE II
ADDRESS**

The initial street address of the principal office and mailing address is 8290 Northwest 25th Street, Miami, Florida 33122, or as otherwise provided by the Operating Agreement.

**ARTICLE III
REGISTERED AGENT AND REGISTERED OFFICE**

The name and the Florida street address of the initial registered agent are:

Eduardo R. Arista, Esq.
Gables International Plaza
2655 LeJeune Road, 5th Floor
Coral Gables, Florida 33134

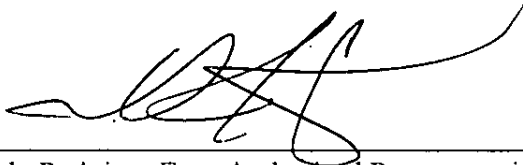
ARTICLE IV
MANAGEMENT

The Limited Liability Company shall be managed by the following Managers, and is therefore a manager-managed company. The name and address of the initial managers are:

Pedro J. Saez
8290 Northwest 25th Street
Miami, Florida 33122

Consuelo Saez
8290 Northwest 25th Street
Miami, Florida 33122

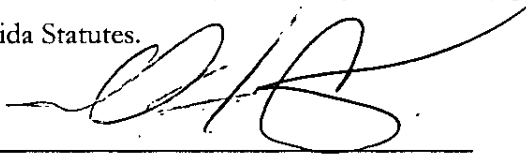
IN WITNESS WHEREOF, I have signed these Articles of Organization as an authorized representative of a member and acknowledged them to be my act this 1 day of February, 2007



Eduardo R. Arista, Esq., Authorized Representative of a Member

STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

I hereby accept the designation as registered agent to accept service of process for FSD GROUP, LLC at the place designated in Article III above. 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 under Chapter 608, Florida Statutes.



Eduardo R. Arista, Esq., Registered Agent