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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

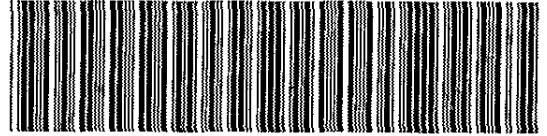
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SECRETARY OF STATE  
DIVISION OF REVENUE  
07 MAR -8 PM 2:56

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Coscan International Realty, 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:

Andrew Cuevas, Esq.  
(Contact Person)

Cuevas & Ortiz, P.A.  
(Firm/Company)

536 Biltmore Way  
(Address)

Coral Gables, FL 33134  
(City, State and Zip Code)

For further information concerning this matter, please call:

Andrew Cuevas at ( 305 ) 461-9500  
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- |  |   |   |  |
|--|---|---|--|
| <input checked="" type="checkbox"/> \$150.00 Filing Fees<br>(\$25 for Conversion<br>& \$125 for Articles<br>of Organization) | <input type="checkbox"/> \$155.00 Filing Fees<br>and Certificate of<br>Status | <input type="checkbox"/> \$180.00 Filing Fees<br>and Certified Copy | <input type="checkbox"/> \$185.00 Filing Fees,<br>Certified Copy, and<br>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

**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:

Miami Brokers Holdings, Corp. P03-117528  
(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 October 21, 2003.  
(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:

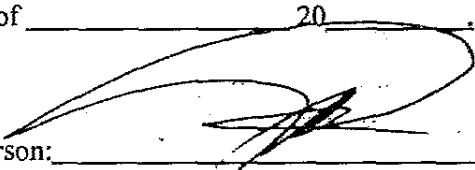
NOT APPLICABLE

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

Coscan International Realty, LLC.  
(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: \_\_\_\_\_  
(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 \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_

Signature of Authorized Person: \_\_\_\_\_  


Printed Name: Guillermo MARTINEZ, Title: \_\_\_\_\_

**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)

**ARTICLES OF ORGANIZATION OF**  
**COSCAN INTERNATIONAL REALTY, LLC.**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, Florida Statute 608 - Florida Limited Liability Company Act, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I**  
**NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be **COSCAN INTERNATIONAL REALTY, LLC.**, and its principal office and mailing address shall be located at 2666 Brickell Avenue, Miami, Florida 33131, County of Miami-Dade, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II**  
**PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or company carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, company, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or companies, and perform any service

under contract or otherwise for any company, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

### **ARTICLE III** **EXERCISE OF POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the Operating Agreement of the limited liability company by a unanimous vote of the members of the limited liability company.

### **ARTICLE IV** **MANAGEMENT**

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

Names and Addresses:

Coscan Homes, LLC. 555 Anglers Avenue, Suite 1A, Fort Lauderdale, Florida 33312  
Guillermo Martinez, 2666 Brickell Avenue, Miami, Florida 33131

**ARTICLE V**  
**MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

**ARTICLE VI**  
**CAPITAL CONTRIBUTIONS**

Capital contributions in the amount of \$1,000.00 cash shall be paid to the limited liability company by the members in the following amounts: Coscan Homes, LLC, \$500.00 (50%), and Guillermo Martinez, \$500.00 (50%). Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

**ARTICLE VII**  
**PROFITS AND LOSSES**

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being the date of the filing of these Articles.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

**ARTICLE VIII**  
**DURATION**

This limited liability company shall exist perpetually until dissolved in a manner provided by law, or as provided in the Operating Agreement adopted by the members.

**ARTICLE IX**  
**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**


The office and mailing address of the initial registered agent office of the limited liability company is Cuevas & Ortiz, P.A., 536 Biltmore Way, Coral Gables, FL 33134, County of Miami-Dade, and the name of the company's initial registered agent at that address is Andrew Cuevas, Esq.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of **COSCAN INTERNATIONAL REALTY, LLC.**

Executed by the undersigned at 536 Biltmore Way, Coral Gables, FL 33134, March 5, 2007


  
\_\_\_\_\_  
Andrew Cuevas, authorized representative

The foregoing instrument was acknowledged before me this March 5, 2007 by Andrew Cuevas, Esq., on behalf of **COSCAN INTERNATIONAL REALTY, LLC.**, a limited liability company. He is personally known to me or has produced \_\_\_\_\_ as identification.

  
\_\_\_\_\_

[Notary's signature]

My commission expires: DD 400 749  
2 - 28 - 09

NOTARY PUBLIC-STATE OF FLORIDA  
 Peter Velasco  
Commission # DD400749  
Expires: FEB. 28, 2009  
Bonded Thru Atlantic Bonding Co., Inc.



**Statement Designating Registered Agent And Office.**

State of Florida ]

County of Dade ]

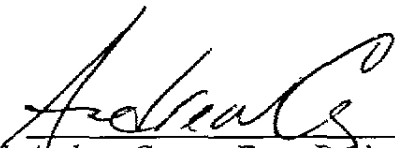
Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is **COSCAN INTERNATIONAL REALTY, LLC.**

The name of the registered agent for **COSCAN INTERNATIONAL REALTY, LLC.**, is Andrew Cuevas, Esq., and the street address of the company's principal office where the agent is located is Cuevas & Ortiz, P.A., 536 Biltmore Way, Coral Gables, FL 33134.

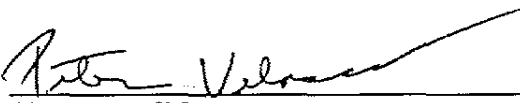
This statement is to acknowledge that, as indicated above, **COSCAN INTERNATIONAL REALTY, LLC.**, has appointed me, Andrew Cuevas, Esq., as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent 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: March 5, 2007




Andrew Cuevas, Esq. - Registered Agent

The foregoing instrument was acknowledged before me this March 5, 2007 by Andrew Cuevas, Esq., agent on behalf of **COSCAN INTERNATIONAL REALTY, LLC.**, a limited liability company. He is personally known to me or has produced \_\_\_\_\_ [type of identification] as identification.

  
Signature of Notary

My commission expires: 2-28-09

NOTARY PUBLIC-STATE OF FLORIDA  
 Peter Velasco  
Commission #DB400749  
Expires: FEB. 28, 2009  
Bonded Thru Atlantic Bonding Co., Inc.

**WRITTEN CONSENT  
OF THE SHAREHOLDERS OF  
MIAMI BROKERS HOLDINGS, CORP.  
(a Florida for profit Corporation)**

The undersigned signatory to this Written Consent dated March 05, 2007, having 100% of the shareholder interests of the MIAMI BROKERS HOLDINGS, CORP., a Florida for profit corporation (the "Corporation"), does hereby consent to the adoption of, and hereby does adopt, waiving all requirements for a shareholder meeting or any notice thereof, the following preamble, resolutions and the action specified therein effective as of the Effective Date (as defined below):

WHEREAS, the Corporation has reviewed and hereby accepted the Plan of Conversion as stated in the *Statement Designating Plan of Conversion* (the "Plan of Conversion"); and

WHEREAS the Corporation intends to submit the Plan of Conversion, along with all other documents required to effectuate the conversion under §607.1112 of the Florida Corporations Act, and §608.439(2) and (4) of the Florida Limited Liability Companies Act; and

WHEREAS the Corporation hereby acknowledges the effects of the conversion of a domestic corporation into a Limited Liability Company, as such effects are stated in §607.1114 of the Florida Corporations Act and the Florida Limited Liability Companies Act.

NOW, THEREFORE, IT IS RESOLVED AS FOLLOWS:

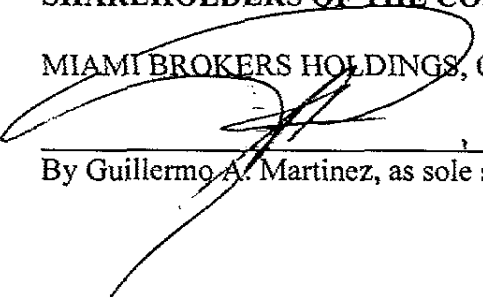
1. That the Plan of Conversion as stated in the *Statement Designating Plan of Conversion*, shall be hereby accepted, adopted and hereinafter effectuated.

This Written Consent shall be effective and binding on all of the shareholders. This Written Consent may be executed in several counterparts or counterpart signature pages, and all so executed shall constitute one Written Consent binding on all of the undersigned, notwithstanding that all of the undersigned are not signatories to the original thereof or the same counterpart or counterpart signature page. Counterparts or counterpart signature pages containing facsimile transmitted signatures shall be binding as if original signatures delivered in person. Each of the undersigned who has executed this Written Consent on behalf of a shareholder hereby represents and warrants that such individual has the requisite authority to do so.

IN WITNESS WHEREOF, the undersigned have executed this Written Consent in order to give their consent thereto effective as of the 06<sup>th</sup> day of March, 2007 (the "Effective Date").

**SHAREHOLDERS OF THE CORPORATION:**

MIAMI BROKERS HOLDINGS, CORP.

  
By Guillermo A. Martinez, as sole shareholder and President.

**Statement Designating Plan of Conversion.**

State of Florida        ]

County of Dade        ]

Pursuant to the provisions of Sections 607.1113, 607.1114, of the Florida Corporations Act, and as approved by the shareholders as provided by §607.1103 and §607.0704, the For Profit Corporation identified below submits the following statement as its Plan of Conversion:

The name of the Florida For Profit Corporation is MIAMI BROKERS HOLDINGS, CORP.

The name of the registered agent for MIAMI BROKERS HOLDINGS, CORP. is Guillermo Martinez, and the street address of the company's principal office is 2666 Brickell Avenue, Miami FL 33131. The street address where the agent is located is 999 Brickell Avenue, Suite 508, Miami FL 33131.

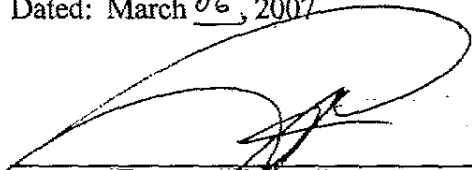
The jurisdiction of MIAMI BROKERS HOLDINGS, CORP. is Florida.

The name of the Florida Limited Liability Company MIAMI BROKERS HOLDINGS, CORP., will be converted to is COSCAN INTERNATIONAL REALTY, LLC. Florida will have jurisdiction over this entity.

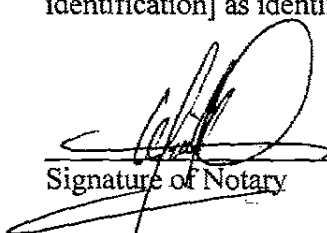
This statement is to acknowledge that, as indicated above, MIAMI BROKERS HOLDINGS CORP. will be converting to COSCAN INTERNATIONAL REALTY, LLC, a Florida Limited Liability Company. This conversion is subject to the following terms and conditions:

- I. Manner and Basis of Converting the Shares, Obligations, or other securities, or rights to acquire shares, obligations, or other securities, or the domestic corporation into Limited Liability Company membership interests, including any rights to acquire any such interests, obligations, or other securities, or in whole or in part, into cash or other consideration.
  - a. The shares of MIAMI BROKERS HOLDINGS CORP. common stock will be converted to their equivalent percentage membership interest in COSCAN INTERNATIONAL REALTY, LLC.; furthermore
  - b. Guillermo Martinez will only retain a sufficient number of shares to amount to a 50% membership interests in COSCAN INTERNATIONAL REALTY, LLC.
  - c. Coscan Homes, LLC will obtain the remaining 50% membership interest in COSCAN INTERNATIONAL REALTY, LLC.
  - d. All existing liabilities of MIAMI BROKERS HOLDINGS CORP., as March 5, 2007, including payroll taxes, shall be provided to COSCAN INTERNATIONAL REALTY, LLC.

Dated: March 06, 2007

  
Guillermo Martinez - Registered Agent

The foregoing instrument was acknowledged before me this March 6, 2007 by Guillermo Martinez, agent on behalf of MIAMI BROKERS HOLDINGS CORP., a Florida For Profit Corporation. He is personally known to me or has produced Driver License type of identification] as identification.

  
Signature of Notary

My commission expires: June 6, 2007.

