

L07000122477

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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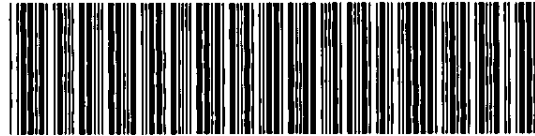
(Business Entity Name)

(Document Number)

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

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2013 AUG -5 AM 11:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BOSTICK

AUG - 7 2013

EXAMINER

# MUÑOS & MORALES

300 SEVILLA AVENUE, SUITE 309  
CORAL GABLES, FLORIDA 33134

BUSINESS, TAX & WEALTH PRESERVATION ATTORNEYS

T: 305.403.0641  
F: 305.403.2099

WWW.MSQUARED.LAW.COM

July 19, 2013

VIA U.S. FIRST CLASS MAIL

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

RE: *Conversion to Other Business Entity*  
*MZ Pharma LLC & MZ Healthcare LLC*

Dear Department of State:

The enclosed Certificates and Articles of Conversion for the above-named Florida limited liability companies are submitted to convert these Florida limited liability companies into "other business entities" in accordance with section 608.4403 of the Florida Statutes.

Please return all correspondence and for any further information regarding this matter please contact:

Mr. Santiago J. Muñoz, Esq.  
MUÑOS & MORALES P.L.  
300 Sevilla Avenue, Suite 309  
Coral Gables, Florida 33134

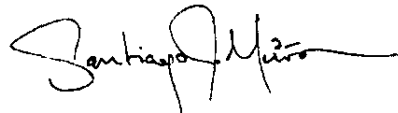
Email: [smuinos@msquaredlaw.com](mailto:smuinos@msquaredlaw.com)  
T: (305) 403-0641 / F: (305) 403-2099

You may rely on this authority in filing these Certificates of Conversion. Attached to this letter you will also find a check for \$60.00 for the Filing Fees and additional Certificate of Status for the respective companies.

We thank you in advance for your assistance.

Very truly yours,

MUÑOS & MORALES P.L.



Santiago J. Muñoz, Esq.

Enc:/ Certificates and Plans of Conversion (MZ Pharma LLC, MZ Healthcare LLC)

2013 AUG -5 AM 11:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF CONVERSION**

for  
Florida Limited Liability Company  
into  
"Other Business Entity"

This Certificate of Conversion is submitted to convert the following Florida Limited Liability Company into an "Other Business Entity" in accordance with Florida Statutes, section 608.4403.

1. The name of the Florida Limited Liability Company converting into the "Other Business Entity" is:

**MZ PHARMA, LLC**

L 070001 22477

2. The name of the "Other Business Entity" is:

**BBDRIVE PHARMA, S.L.**

3. The "Other Business Entity" is a *sociedad limitada*, (limited liability company) organized and regulated under the laws of the Kingdom of Spain.

4. The above referenced Florida Limited Liability Company has converted into an "Other Business Entity" in compliance with Chapter 608, F.S., and the conversion complies with the statute or applicable law governing the "Other Business Entity."

5. The plan of conversion was approved by the converting Florida Limited Liability Company in accordance with Chapter 608, F.S.

6. If applicable, the written consent of each member who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to Fla. Stat. 608.4402(2).

7. This conversion was effective under the laws governing the "Other Business Entity" on July 15, 2013.

8. This conversion shall be effective in Florida on July 15, 2013.

9. The principal office address of the "Other Business Entity" is as follows:

CALLE ALFONSO XII, 587  
E-08918 BADALONA (BARCELONA), SPAIN.

10. The "Other Business Entity" is an out-of-state entity not registered to transact business in Florida. The "Other Business Entity" appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida limited liability company, including any appraisal rights of its members under Florida Statutes, sections 608.4351-608.43595. The "Other Business Entity" lists CALLE ALFONSO XII, 587 E-08918 BADALONA (BARCELONA), SPAIN, as a street and mailing address of an office that the Florida Department of State may use for purposes of Section 48.181, Florida Statutes.

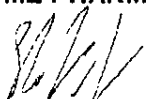
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TALLAHASSEE, FLORIDA

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11. The "Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under Florida Statutes, sections 608.4351-608.43595.

Executed on this 15<sup>th</sup> day of July, 2013.

**For MZ PHARMA, LLC:**



STEFANO POLGA

Manager

As Authorized Representative

FILED  
2013 AUG -5 AM 11:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
2013 AUG -5 AM 11:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES & PLAN OF CONVERSION**  
of MZ PHARMA, LLC a Florida limited liability company  
into MZ PHARMA, S.L. a Spanish *sociedad limitada*

Pursuant to the provisions of Section of the Florida Limited Liability Act, the undersigned managers of MZ PHARMA, LLC, a Florida limited liability corporation ("MZ PHARMA" or the "Company") hereby adopts the following articles of conversion for the purpose of converting MZ PHARMA into BBDRIVE PHARMA, S.L., a *sociedad limitada*, organized under the laws of the Kingdom of Spain.

**FIRST. The Limited Liability Company**

MZ PHARMA is a limited liability company that is duly organized, validly existing, and in good standing under the Limited Liability Companies Act, Ch. 608 Florida Statutes (the "Act") and the laws of the State of Florida. The Company is operating under Articles of Organization filed with the Florida Secretary of State on December 10, 2007. The Florida Secretary of State's file number for Company is L07000122477.

**SECOND. The Conversion**

The managers and members of Company desire to convert Company to a *sociedad limitada* organized under the laws of the Kingdom of Spain (the "Conversion") pursuant to this Plan of Conversion (the "Plan") as authorized under the Act. The converted *sociedad limitada* (the "Converted Entity") will be organized under the laws of the Kingdom of Spain.

**THIRD. Name, Address and Registered Agent of Converted Entity**

Converted Entity will operate under the name of BBDRIVE PHARMA, S.L. The mailing and street address of the chief executive office and the Spanish office of the Converted Entity will be Calle Alfonso XII 587, E-08918 BADALONA (BARCELONA), SPAIN. The registered agent for service of process on Converted Entity will be A. MENARINI LATIN AMERICA, S.L., c/o Mr. D Luca Lastrucci, at Calle Alfonso XIII 587, E-08918 BADALONA (BARCELONA), SPAIN.

**FOURTH. Terms of Conversion**

In order to convert the Company into a Spanish *sociedad limitada*, the members of the Company are each assigning and transferring their interests in the Company to the Converted Entity in exchange for an interest in the Converted Entity. Each member's total percentage interest in profits and losses and capital of the Converted Entity will be the same as that member's total percentage interest in profits and losses and capital of the Company immediately prior to the Effective Date (as defined below), and shall be as set forth on the Schedule of interests in the Converted Entity attached hereto and made a part of this Plan by this reference. The aforementioned assignment and transfer of interests in the Company shall be effected by an assignment of membership interests to be executed and delivered by each member of the Company.

**FIFTH. Continuation of Business and Governing Documents**

From and after the Effective Date (as defined below), the business of the Company will continue to be carried on by Converted Entity and all the rights and property of the Company will be vested in the Converted Entity and all the debts, liabilities, and obligations of the Company shall continue as debts, liabilities, and obligations of the Converted Entity. All holders of interests in Company will continue to hold the same interests in Converted Entity.

**SIXTH. Tax Consequences of Conversion**

It is the desire and intent of the members of Company that the Conversion will be tax free to the members under sections 721, 861, 862 and applicable Treasury Regulations of the Internal Revenue Code of 1986, as amended (the "IRC"), will not be considered a taxable sale or exchange under IRC section 708, and will not result in a termination of the Company for income tax purposes. All provisions of this Plan shall be interpreted in a manner consistent with this intent.

**SEVENTH. Approval of Plan and Dissenting Members' Procedures**

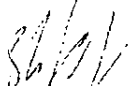
The principal terms of this Plan have been approved by a vote of the Managers of the Company, which vote equaled or exceeded the vote required under the Act and the applicable provisions of the Operating Agreement. Company shall send notice of the approval of the Conversion to each member that did not approve the Conversion within the period specified in the Act and shall fulfill its obligations under the Act to each member who delivers a timely notice to Company of such member's decision to require the Company to purchase any dissenting interests owned by such member in accordance with the procedures in the Act.

**EIGHTH. Further Actions and Effective Date of Conversion**

Company and Converted Entity shall take all such further actions as may be required to complete the Conversion, including the filing of Certificate of Conversion (the "Conversion Certificate") with the Florida Secretary of State as required under the Act and the execution of all documents necessary to dissolve the Company (including all required filings and notices with state and local authorities) and transfer the legal rights of the Company to Converted Entity. The Conversion shall be effective on the date that the Conversion Certificate is accepted for filing by the Florida Secretary of State (the "Effective Date").

Executed on this 15<sup>th</sup> day of July, 2013.

For MZ PHARMA LLC:

  
STEFANO POLGA  
Manager /  
As Authorized Representative

For BBDRIVE PHARMA, S.L.:

  
D. LUCA LASTRUCCI  
as Authorized Representative

FILED  
2013 AUG -5 AM 11:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

July 25, 2013

SANTIAGO J. MUINOS, ESQ.  
MUINOS & MORALES P.L.  
300 SEVILLA AVENUE, SUITE 309  
CORAL GABLES, FL 33134

SUBJECT: MZ PHARMA LLC  
Ref. Number: L07000122477

FILED  
2013 AUG -5 AM 11:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for MZ PHARMA LLC and your check(s) totaling \$60.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Certificate of Conversion must contain the street and mailing address of an office that the Florida Dept. of State may use for purposes of s.48.181, F.S.

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) 245-6051.

Barbara Bostick  
Regulatory Specialist II

Letter Number: 213A00018034