

L080000610050

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

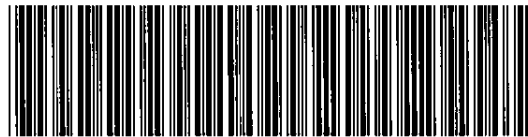
Special Instructions to Filing Officer:

Office Use Only

B. KOHR

JAN 29 2008

EXAMINER



100114628751

01/29/08--01021--001 **180.00

RECEIVED
08 JAN 29 AM 11:14
STATE
OFFICE OF
TALLAHASSEE, FLORIDA

FILED
08 JAN 29 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

FILED
08 JAN 29 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONTACT: TRICIA TADLOCK

DATE: 01-29-08

REF. #: 0409.80655

CORP. NAME: DEVECORP, INC.

- | | | |
|---|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input checked="" type="checkbox"/> OTHER: CONVERSION | | |

STATE FEES PREPAID WITH CHECK# 524498 FOR \$ 180.00.

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

Fort Lauderdale
Jacksonville
Los Angeles
Madison
Miami
New York
Orlando
Tallahassee
Tampa
Tysons Corner
Washington, DC
West Palm Beach

January 28, 2008

FEDERAL EXPRESS

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

**Re: Conversion of DEVECORP, INC., a British Virgin Islands
corporation, into DEVECORP, LLC, a Florida limited liability**

Dear Sir / Madam:

Enclosed please find the original executed Certificate of Conversion for the above referenced foreign corporation, together with the original executed Articles of Organization for DEVECORP, LLC, to be filed with the Florida Department of State.

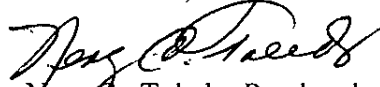
DEVECORP, INC. was authorized to transact business in Florida on January 1, 2003, under Document No. F03000000121.

Should you have any questions or comments with the respect to the filing of the documents, please feel free to contact me at (305) 374-5600, Ext. 45583.

Thank you very much for your kind attention to this matter.

Sincerely yours,

AKERMAN, SENTERFITT


Meryle C. Toledo, Paralegal

Encls.

cc: Paulo Miranda, Esq.

{M2646028;1}

Akerman Senterfitt
ATTORNEYS AT LAW

One Southeast Third Avenue
25th Floor
Miami, Florida 33131-1714
www.akerman.com

305 374 5600 tel. 305 374 5095 fax

FILED
08 JAN 29 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

FILED
08 JAN 29 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

DEVECORP, INC.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a corporation F0300000121
(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 the British Virgin Islands
(Enter state, or if a non-U.S. entity, the name of the country)

on December 2, 2002

(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

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

DEVECORP, 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 28th day of January 2008.

Signature of Authorized Person: _____

Printed Name: Paulo C. Miranda Title: Manager

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 FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

DEVECORP, LLC

(Must end with the words "Limited Liability Company," the abbreviation "L.L.C.," or the designation "LLC.")

ARTICLE II - Address:

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

Principal Office Address:

c/o Paulo Miranda, Esq.
One Southeast Third Avenue, 25th Floor
Miami, Florida 33131

Mailing Address:

c/o Paulo Miranda, Esq.
One Southeast Third Avenue, 25th Floor
Miami, Florida 33131

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

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

CorpDirect Agents, Inc.

^{Name}
515 East Park Avenue

Florida street address (P.O. Box **NOT** acceptable)

Tallahassee, FL 32301

^{FL}
City, State, and Zip

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.

Madhuc H. Asst. Sec.
Registered Agent's Signature (REQUIRED)

(CONTINUED)

FILED
08 JAN 29 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGR

PAULO C, MIRANDA

7155 Los Pinos Boulevard

Coral Gables, Florida 33143

MGR

SILVIA M. MIRANDA

7155 Los Pinos Boulevard

Coral Gables, Florida 33143

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____
(OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

REQUIRED SIGNATURE:

Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Paulo C. Miranda, Manager

Typed or printed name of signee

Filing Fees:

**\$125.00 Filing Fee for Articles of Organization and Designation
of Registered Agent**

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)