

LD8000012536

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

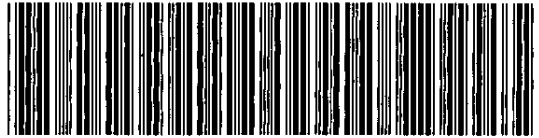
Special Instructions to Filing Officer:

L. SELLERS

FEB - 5 2008

EXAMINER

Office Use Only



300116532163

02/01/08--01010--003 **185.00

2008 FEB -4 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

FERNANDO J. PORTUONDO, P.A.

• ATTORNEY AT LAW •

2121 PONCE DE LEON BOULEVARD

SUITE 950

CORAL GABLES, FL 33134

TELEPHONE: (305) 567-9953

FACSIMILE: (305) 567-2426

E-MAIL: PORTUONDOF@BELLSOUTH.NET

January 31, 2008

VIA FED-EX

Florida Department of State

Registration Section

Division Of Corporations

Clifton Building

2661 Executive Center Circle

Tallahassee, FL 32301

RE: Conversion of Cobalt Construction Group, Inc., a Florida corporation, INTO Cobalt Construction Group, L.L.C., a Florida limited liability company.

Dear Sir/Madam:

Enclosed please find:

- 1) original duly executed Certificate Of Conversion for the above-referenced conversion;
- 2) original duly executed Articles Of Organization of Cobalt Construction Group, L.L.C. attached to the Certificate Of Conversion;
- 3) Cover Letter;
- 4) A check for \$185, representing your filing fee and your fees for certified copies and a certificate of status.

Please file: (i) the Certificate Of Conversion and (ii) Articles Of Organization, reflect the conversion in your website records, and send us your standard confirmatory letter, certified copies of the filed documents and a certificate of status in the enclosed stamped self-addressed envelope.

Should you have any questions or comments, please contact the undersigned. Thank you for your time and attention.

Sincerely,

Fernando J. Portuondo

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: COBALT CONSTRUCTION GROUP, L.L.C.

(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:

Fernando J. Portuondo, Esq.

(Contact Person)

Fernando J. Portuondo, P.A.

(Firm/Company)

2121 Ponce De Leon Blvd., Suite 950

(Address)

Coral Gables, Florida 33134

(City, State and Zip Code)

For further information concerning this matter, please call:

Fernando J. Portuondo at (305) 567-9953

(Name of Contact Person)

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization)

☐ \$155.00 Filing Fees
and Certificate of
Status

☐ \$180.00 Filing Fees
and Certified Copy

☒ \$185.00 Filing Fees,
Certified Copy, and
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

FILED

2008 FEB -4 PM 1:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF CONVERSION

For

COBALT CONSTRUCTION GROUP, INC.,
a Florida corporation

Into

COBALT CONSTRUCTION GROUP, L.L.C.,
a 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 section 608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate Of Conversion is: COBALT CONSTRUCTION GROUP, INC., a Florida corporation.

2. The "Other Business Entity" is a corporation incorporated under the laws of the state of Florida on April 14, 2006.

3. The name of the Florida Limited Liability Company as set forth in the attached Articles Of Organization is: COBALT CONSTRUCTION GROUP, L.L.C., a Florida limited liability company.

4. This effective date of this conversion is upon the filing this Certificate Of Conversion and the attached Articles Of Organization.

5. COBALT CONSTRUCTION GROUP, INC., a Florida corporation, has been converted into COBALT CONSTRUCTION GROUP, L.L.C., a Florida limited liability company, in compliance with Chapter 607, Florida Statutes and the conversion complies with the Chapter 608, Florida Statutes.

6. The Plan Of Conversion was approved by COBALT CONSTRUCTION GROUP, INC., a Florida corporation, in accordance with Chapter 607, Florida Statutes.

7. The address of the principal office of COBALT CONSTRUCTION GROUP, L.L.C., a Florida limited liability company, under the laws of the state of Florida is: 1789 SW 3rd Avenue, Miami, Florida 33129.

8. COBALT CONSTRUCTION GROUP, L.L.C., a Florida limited liability company, has agreed to pay any shareholders having

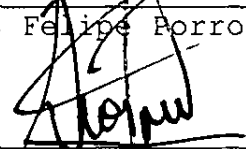
appraisal rights the amount to which they are entitled under ss.
607.1301-607.1333, F.S.

Signed this 30TH day of JANUARY, 2008.


Signature of Authorized Persons:



Luis Felipe Porro, Director.



Juan Carlos Porro, Director.



Daniel Mendicino, Director.

FILED

2008 FEB -4 PM 1:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
COBALT CONSTRUCTION GROUP, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles Of Organization.

ARTICLE I -- NAME

The name of the limited liability company is: COBALT CONSTRUCTION GROUP, L.L.C. (hereinafter "the Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company is: 1789 SW 3rd Avenue, Miami, Florida 33129.

ARTICLE III -- DURATION

The Company shall commence its existence on the date these Articles Of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual, unless the Company is dissolved earlier as provided in these Articles Of Organization or in any Operating Agreement of the Company.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the state of Florida are Fernando J. Portuondo, Esq., Fernando J. Portuondo, P.A., 2121 Ponce De Leon Blvd., Suite 950, Coral Gables, FL 33134.

ARTICLE V -- ADMISSION OF NEW MEMBERS

Except as set forth in any Operating Agreement of the Company, no additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on the terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in any Operating Agreement of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all of the members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

FILED
2008 FEB -4 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI -- MEMBERS' RIGHT TO CONTINUE BUSINESS

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by unanimous vote of the remaining members.

ARTICLE VII -- MANAGEMENT

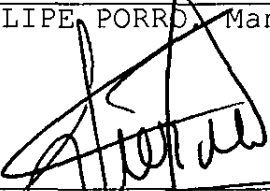
The Company shall be managed by the members in accordance with any Operating Agreement adopted by the members for the management of the business and affairs of the Company. An Operating Agreement of the Company may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles Of Organization. The names and addresses of the members of the Company are:

NAME	ADDRESS
LUIS FELIPE PORRO Managing Member	1789 SW 3 rd Avenue Miami, Florida 33129
JUAN CARLOS PORRO Managing Member	1789 SW 3 rd Avenue Miami, Florida 33129
DANIEL MENDICINO Managing Member	1789 SW 3 rd Avenue Miami, Florida 33129

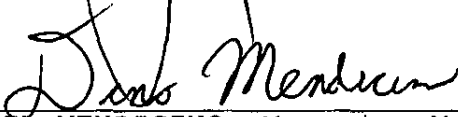
IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles Of Organization at Miami, Florida, on JANUARY 30,, 2008.



LUIS FELIPE PORRO, Managing Member.



JUAN CARLOS PORRO, Managing Member.



DANIEL MENDICINO, Managing Member.

2008 FEB -4 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE
OF
COBALT CONSTRUCTION GROUP, L.L.C.**


Under the provisions of F.S. 608.415, COBALT CONSTRUCTION GROUP, L.L.C. submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is COBALT CONSTRUCTION GROUP, L.L.C.


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

Fernando J. Portuondo, Esq.
Fernando J. Portuondo, P.A.
2121 Ponce De Leon Blvd.
Suite 950
Coral Gables, FL 33134

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed this Certificate Of Designation at Miami, Florida, on January 30, 2008.


LUIS FELIPE PORRO, Managing Member.

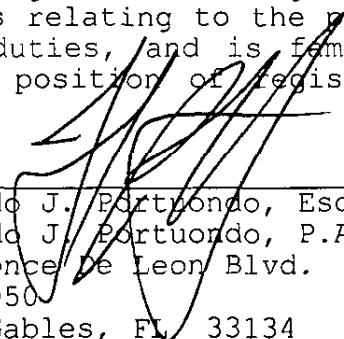

JUAN CARLOS PORRO, Managing Member.


DANIEL MENDICINO, Managing Member.

2008 FEB -4 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

The undersigned, being the person named in the Articles Of Organization of COBALT CONSTRUCTION GROUP, L.L.C. as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated limited liability company at the place designated in the Articles Of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.


Fernando J. Portuondo, Esq.
Fernando J. Portuondo, P.A.
2121 Ponce De Leon Blvd.
Suite 950
Coral Gables, FL 33134