

208000022099

(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:

902-59466

A. LUNT

MAR - 3 2008

EXAMINER

Office Use Only



800119022128

02/29/08--01025--024 \*\*150.00

FILED

2008 FEB 29 P 3:33

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Ponce Restaurants, 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:

Darlene Galdo  
(Contact Person)

Murai Wald Biondo & Moreno, P.A.  
(Firm/Company)

Two Alhambra Plaza, Penthouse 1B  
(Address)

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

2008 FEB 29 P 3:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

For further information concerning this matter, please call:

Darlene Galdo at ( 305 ) 444-0101  
(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:  
Ponce Restaurants, Inc.

(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 05/29/2002.  
(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:

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

Ponce Restaurants, LLC

(Enter Name of Florida Limited Liability Company)

2002 FEB 29 P 3:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

5. If not effective on the date of filing, enter the effective date: N/A.  
(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 28 day of February 2008.

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

Printed Name: Carlos Centurion Title: President

**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)

2008 FEB 29 P 3:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

# ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

## ARTICLE I - Name:

The name of the Limited Liability Company is:

**Ponce Restaurants, 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:

2500 Ponce de Leon Boulevard  
Coral Gables, Florida 33134

### Mailing Address:

## 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:

**Murai Wald Biondo & Moreno, P.A.**

**Two Alhambra Plaza, Penthouse 1B**

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

**Coral Gables, FL 33134**

**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..*

Registered Agent's Signature (REQUIRED)

(CONTINUED)

Page 1 of 2

2009 FEB 29 P 3:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

**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:**

MGRM \_\_\_\_\_

Rocio Investments Corp., a Florida corporation.

2500 Ponce de Leon Blvd.

Coral Gables, FL 33134

FILED  
2000 FEB 29 P 3:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(Use attachment if necessary)

**ARTICLE V:** Effective date, if other than the date of filing: N/A  
(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.)

**Rene V. Murai, Authorized Representative of Member**

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)**