

LD8000054625

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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JUN - 2 2008
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CARLTON FIELDS

ATTORNEYS AT LAW

ATLANTA
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Margee Ryder
305.539.7240 direct
mryder@carltonfields.com

May 30, 2008

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

FEDERAL EXPRESS

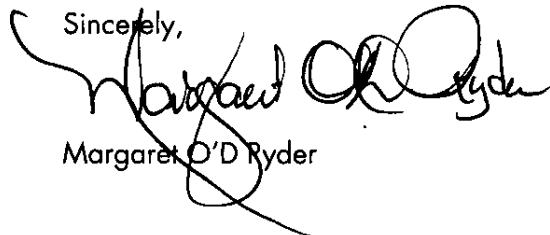
Re: Conversion of Overseas Trading Supply Corp. to and LLC
Client-Matter No. 48695.17370

Ladies and Gentlemen:

Enclosed herein are the Certificate of Conversion and Articles of Organization for Limited Liability Company on behalf of Overseas Trading Supply Corp. to Overseas Trading Supply, LLC. Also enclosed is a check in the amount of \$150 made payable to the Florida Department of State to cover the required filing fees.

If you have any questions please call me at (305) 539-7240. Thank you.

Sincerely,



Margaret O'D Ryder

Enclosures

13346483.1

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Overseas Trading Supply, 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:

Robert Macaulay

(Contact Person)

Carlton Fields, P.A.

(Firm/Company)

100 SE Second St.

(Address)

Miami, FL 33131

(City, State and Zip Code)

For further information concerning this matter, please call:

Robert Macaulay

(Name of Contact Person)

at (305)

530-4026

(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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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:
Overseas Trading Supply, Corp.

(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 April 2, 2008.
(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**:

Overseas Trading Supply, 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 30th day of May 2008.

Signature of Authorized Person: /s/ Giorgio Rovandi

Printed Name: Giorgio Rovandi 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:

Overseas Trading Supply, 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:

1500 Weston Road, Suite 200 +
Weston, Florida 33328 +

Mailing Address:

1500 Weston Road, Suite 200 +
Weston, Florida 33328 +

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:

CFRA, LLC
Name
4221 W. Boy Scout Boulevard
Florida street address (P.O. Box **NOT** acceptable)
Tampa FL 33607-5736
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.

BY: Robert B. Macaulay
Registered Agent's Signature (REQUIRED)
Robert B. Macaulay, Esq.

(CONTINUED)

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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

Giorgio Rovandi

1321 St. Tropez Circle, Apt 100-P

Weston, Florida 33326

MGR

Edward Rovandi

1321 St. Tropez Circle, Apt 100-P

Weston, Florida 33326

(Use attachment if necessary)

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

(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 Certificate of Conversion, if an effective date is listed therein.)

REQUIRED SIGNATURE:

/s/ Giorgio Rovandi

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.)

Giorgio Rovandi, 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)