

LO8000058339

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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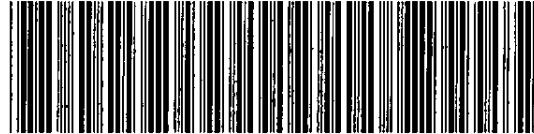
(Business Entity Name)

(Document Number)

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. CLINE  
JUN 13 2008  
EXAMINER

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** CAPITOL GAINS, 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:

Eduardo R. Arista, Esq.

(Contact Person)

Arista & Herran, PL

(Firm/Company)

2655 S. Le Jeune Road, Suite 700

(Address)

Coral Gables, FL 33134

(City, State and Zip Code)

For further information concerning this matter, please call:

Michelle A. Williams, Esq.

(Name of Contact Person)

at ( 305 ) 444-7662

(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

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**CERTIFICATE OF CONVERSION  
FOR  
CAPITOL GAINS, CORP.  
INTO  
CAPITOL GAINS, LLC**

802-108502

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 §608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is: CAPITOL GAINS, CORP.

2. The "Other Business Entity" is a corporation first organized, formed or incorporated under the laws of the State of Florida on October 7, 2002.

3. The jurisdiction of the "Other Business Entity" has not been changed.

4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization: CAPITOL GAINS, LLC.

5. The plan of conversion was approved by the converting Florida Corporation in accordance with Florida Statutes Chapter 607, and as required by the governing law of the "Other Business Entity."

6. The effective date of the conversion is June 16, 2008.

7. The initial street address of the principal office and mailing address is 150 Alhambra Circle, Suite 1220, Coral Gables, Florida 33134, or as otherwise provided by the Operating Agreement.

Signed this 9 day of June, 2008.



Eduardo R. Arista, Esq., Authorized Representative of a Member

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**ARTICLES OF ORGANIZATION  
OF  
CAPITOL GAINS, LLC**

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

**ARTICLE I  
NAME**

The name of the Limited Liability Company is CAPITOL GAINS, LLC.

**ARTICLE II  
ADDRESS**

The initial street address of the principal office and mailing address is 150 Alhambra Circle, Suite 1220, Coral Gables, Florida 33134, or as otherwise provided by the Operating Agreement.

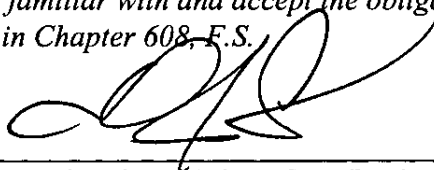
**ARTICLE III  
REGISTERED AGENT AND REGISTERED OFFICE**

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

**Eduardo R. Arista, Esq.**  
Gables International Plaza  
2655 LeJeune Road, Suite 700  
Coral Gables, Florida 33134

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*Having been named as registered agent and to accept service of process for the above state 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.*



Eduardo R. Arista, Esq., Registered Agent

#### **ARTICLE IV**

#### **MANAGEMENT**

The Limited Liability Company is to be managed by the members and is therefore a member-managed company. The names and addresses of the initial members are:

Carlos L. Curbelo  
150 Alhambra Circle, Suite 122  
Coral Gables, Florida 33134

#### **ARTICLE V**

#### **EFFECTIVE DATE**

The effective date of the Limited Liability Company is June 16, 2008.

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IN WITNESS WHEREOF, I have signed these Articles of Organization as an authorized representative of a member and acknowledged them to be my act this 9 day of June, 2008.



\_\_\_\_\_  
Eduardo R. Arista, Esq., Authorized Representative of a Member

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