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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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MAIL

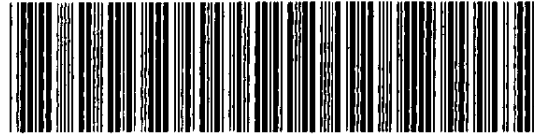
(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only



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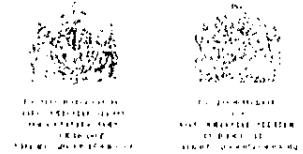
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
08 SEP - 3 AM 11:51

J. BRYAN

SEP - 4 2008

EXAMINER



**Steiner**

September 2, 2008

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

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STATE  
SECRETARY OF  
DIVISION OF CORPORATIONS  
SEP 3 2008  
AM 11:51

**Re: Conversion of "Other Business Entity" into a Florida Limited Liability Company**

Ladies/Gentlemen:

Enclosed please find the following:

1. Cover letter, Certificate of Conversion, Articles of Organization and a check for \$185, submitted to convert Mandara Spa (Hawaii), LLC from a Delaware limited liability company to a Florida limited liability company; and
2. Cover letter, Certificate of Conversion, Articles of Organization and a check for \$185, submitted to convert Mandara PSLV, LLC from a Delaware limited liability company to a Florida limited liability company.

Should you have any questions with respect to any of the submitted materials, please do not hesitate to contact me directly at (305) 284-1488 or via email at [ingaf@steinerleisure.com](mailto:ingaf@steinerleisure.com).

Thank you for your attention to this matter.

Sincerely,

Inga Fyodorova  
Law Clerk



**Steiner Management Services LLC**

770 South Dixie Highway, 2nd Floor, Coral Gables, FL 33146 • USA

Tel 305 358 9002 Fax: 305 372 9310 or 305 358 7979 E-mail: [steiner@steinerleisure.com](mailto:steiner@steinerleisure.com) [www.steinerleisure.com](http://www.steinerleisure.com)

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Mandara Spa (Hawaii), 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:

Inga Fyodorova  
(Contact Person)  
Mandara Spa (Hawaii), LLC  
(Firm/Company)  
770 South Dixie Highway, Suite 200  
(Address)  
Coral Gables, Florida 33146  
(City, State and Zip Code)

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DIVISION OF CORPORATIONS  
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For further information concerning this matter, please call:

Inga Fyodorova at ( 305 ) 284-1488  
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

<input type="checkbox"/> \$150.00 Filing Fees (\$25 for Conversion & \$125 for Articles of Organization)	<input type="checkbox"/> \$155.00 Filing Fees and Certificate of Status	<input type="checkbox"/> \$180.00 Filing Fees and Certified Copy	<input checked="" type="checkbox"/> \$185.00 Filing Fees, Certified Copy, and Certificate of Status
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**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:  
Mandara Spa (Hawaii), LLC

**(Enter Name of Other Business Entity)**

2. The "Other Business Entity" is a Limited Liability Company.  
**(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 Delaware  
**(Enter state, or if a non-U.S. entity, the name of the country)**

on April 18, 2000.  
**(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**:

Mandara Spa (Hawaii), 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 2nd day of September 2008.

**Signature of Member or Authorized Representative of Limited Liability Company:**

Signature of Member or Authorized Representative: [Signature]  
Printed Name: Robert C. Boehm Title: Vice President and Secretary

**Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]**

Signature: [Signature]  
Printed Name: Robert C. Boehm Title: Vice President and Secretary

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

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**If Florida Corporation:**

Signature of Chairman, Vice Chairman, Director, or Officer.  
If Directors or Officers have not been selected, an Incorporator must sign.

**If Florida General Partnership or Limited Liability Partnership:**

Signature of one General Partner.

**If Florida Limited Partnership or Limited Liability Limited Partnership:**

Signatures of ALL General Partners.

**All others:**

Signature of an authorized person.

**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:

Mandara Spa (Hawaii), 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:

770 South Dixie Highway, Suite 200 ☒  
Coral Gables, Florida ☒  
33146 ☒

#### Mailing Address:

Same as Principal Office Address

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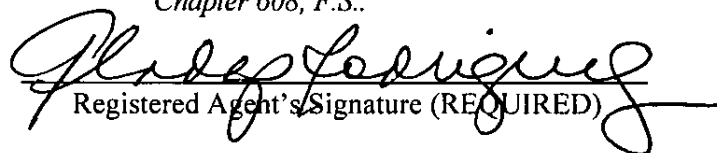
### ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(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:

Gladys Rodriguez  
Name  
770 South Dixie Highway, Suite 200  
Florida street address (P.O. Box **NOT** acceptable)  
Coral Gables FL 33146  
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)

**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 \_\_\_\_\_

Leonard J. Fluxman  
770 South Dixie Highway, Suite 200  
Coral Gables, Florida 33146

MGR \_\_\_\_\_

Stephen Lazarus  
770 South Dixie Highway, Suite 200  
Coral Gables, Florida 33146

MGR \_\_\_\_\_

Robert C. Boehm  
770 South Dixie Highway, Suite 200  
Coral Gables, Florida 33146

\_\_\_\_\_  
(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:**

  
\_\_\_\_\_  
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.)

Robert C. Boehm  
\_\_\_\_\_

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)**

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