

LD8000094832

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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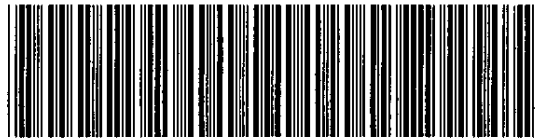
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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TALLAHASSEE, FLORIDA

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T. CLINE

OCT - 7 2008

EXAMINER

October 1, 2008

VIA PRIORITY MAIL

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: CONVERSION OF BRAZILIAN BRONZE, INC. INTO BRAZILIAN BRONZE, LLC

Dear Sir/Madam:

Enclosed please find the original (i) Articles of Organization for Brazilian Bronze, LLC, and (ii) Certificate of Conversion for Brazilian Bronze, Inc. into Brazilian Bronze, LLC, together with a check in the amount of \$160.00, representing payment for the following expenses:

Filing Fee (Articles of Organization)	\$ 125.00
Filing Fee (Certificate of Conversion)	\$ <u>35.00</u>
	\$ 160.00

If you should have any questions or require additional information, please do not hesitate to contact the undersigned.

Sincerely,

KEITH A. JAMES

KAJ:

cc: Steve Weise

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TALLAHASSEE, FLORIDA



CERTIFICATE OF CONVERSION
FOR
BRAZILIAN BRONZE, INC.
INTO
BRAZILIAN BRONZE, LLC

006-135339

Pursuant to Section 607.1113, Florida Statutes, the President of **BRAZILIAN BRONZE, INC.** (the "Corporation"), a corporation for-profit organized and existing under the Florida Business Corporation Law, submits this Certificate of Conversion to convert the Corporation into a Florida limited liability corporation.

1. The name of the Florida profit corporation converting into the Florida limited liability corporation is **Brazilian Bronze, Inc.**, incorporated in Florida on October 25, 2006.

2. The name of the Florida limited liability corporation is **Brazilian Bronze, LLC** (the "LLC").

3. The "Other Business Entity" is a limited liability company organized under the laws of the State of Florida..

4. The Corporation has converted into an "Other Business Entity" in compliance with Chapter 607, Fla. Stat., and the conversion complies with the applicable laws governing the "Other Business Entity".

3. The plan of conversion was approved by the Corporation in accordance with Chapter 607.1112, Fla. Stat.

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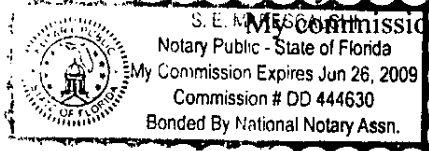
IN WITNESS WHEREOF, the undersigned affirms that this Certificate of Conversion is the act and deed of the Corporation, and that the statements made herein are true and correct under penalties of perjury this 9 day of September, 2008.

Steve Weise
Steve Weise, President & CEO

STATE OF FLORIDA)
COUNTY OF Palm Beach)

The foregoing Certificate of Conversion was acknowledged before me on this ____ day of September, 2008 by Steve Weise, as President and CEO of Brazilian Bronze, Inc., a Florida corporation, on behalf of the corporation, who is ____ personally known to me; or ☒ has produced the following identification: FL ID W900 781 62 34.80.

S. E. Maresca
Notary Public



My commission expires: June 26, 2009

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
BRAZILIAN BRONZE, LLC**

The undersigned, being the Members and Organizers of the Limited Liability Company hereby being formed under the Florida Statutes Annotated Sections 608.401 to 608.471, do hereby adopt the following Articles of Organization for the Limited Liability Company:

FIRST: The name of the Limited Liability Company is:

Brazilian Bronze, LLC

SECOND: The latest date on which the Limited Liability Company is to dissolve is December 31, 2033.

THIRD: The Limited Liability Company is organized to engage in and do any lawful act concerning any lawful business, other than banking and insurance, for which a limited liability company may be organized in accordance with the Florida Statutes Annotated Sections 608.401 to 608.471, including all powers and purposes now and hereafter permitted by law to a limited liability company.

FOURTH: The mailing address and street address of the initial registered office of the Limited Liability Company in Florida is 1000 N.W. 76th Avenue, Plantation, Florida 33322, and the name of the initial registered agent of the Limited Liability Company in Florida at that address is Steve Weise.

FIFTH: The mailing address and principal office of the Limited Liability Company is P.O. Box 832098, Delray Beach,, Florida 33483.

SIXTH: The Limited Liability Company is to be managed by a professional manager. The name and address of the Manager are as follows:

Steve Weise
1000 NW 76th Ave
Plantation, FL 33322

SEVENTH: The total amount of cash (and a description and agreed value of any property other than cash) contributed to the Limited Liability Company, as capital, by the Member is \$185,000. The allocations and distributions of the Limited Liability Company shall be made in accordance with the terms and provisions of the Operating Agreement of the Limited Liability Company.

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EIGHTH: Additional capital contributions may be made at such times and in such amounts as may hereafter may be agreed by the unanimous vote of the Members. No additional capital contributions have been agreed to by the Members at this time.

NINTH: The membership interests of the Members are evidenced by Certificates of Membership.

TENTH: The remaining Members of the Limited Liability Company, by the unanimous vote or consent of the Members (other than the Managing Member who caused the Withdrawal Event), may continue the Limited Liability Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Limited Liability Company.

ELEVENTH: None of the Members of the Limited Liability Company are liable for payment of any debt, obligation or other liability of the Limited Liability Company.

IN WITNESS WHEREOF, the Members have executed and acknowledged these Articles of Organization on September 9, 2008.

In the presence of:

Pat Colaianni
Pat Colaianni

PAT COLAIANNI
print:

Patrick Blaine
print:
PATRICK BLAINE
In the presence of:

Steve Weise
Steve Weise

Steve Weise
print:

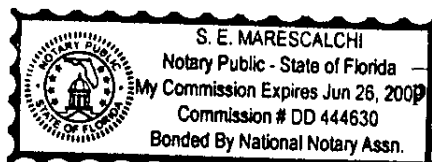
Angela Weise
print:
Angela Weise

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA)

COUNTY OF Palm Beach)

The foregoing instrument was acknowledged before me on the 9 day of September, 2008, by Pat Colaianne.



S. E. Marescalchi

print:

Notary Public

My commission expires on

June 26, 2009

Personally Known OR Produced Identification ✓

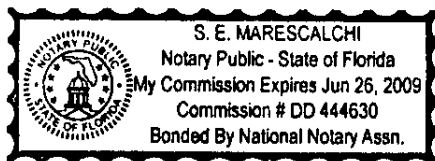
Type of Identification Produced:

Id. C4506736026P.O - 7-28-13

STATE OF FLORIDA)

COUNTY OF Palm Beach)

The foregoing instrument was acknowledged before me on the 9 day of September, 2008, by Steve Weise.



S. E. Marescalchi

print:

Notary Public

My commission expires on

June 26, 2009

Personally Known OR Produced Identification ✓

Type of Identification Produced:

Id. W200 78162 3480

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TALLAHASSEE, FLORIDA

**CONSENT TO APPOINTMENT
BY REGISTERED AGENT**

I, having been named as Registered Agent for Brazilian Bronze, LLC, hereby voluntarily consent to serve as Registered Agent for Brazilian Bronze, LLC.

I know and understand the duties and responsibilities of a Registered Agent as set forth in the Florida Statutes Annotated Sections 608.401 to 608.471, and I hereby accept those duties and responsibilities.

Dated: September 9th, 2008



Steve Weise

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