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(Address)

(Address)

(City/State/Zip/Phone #)

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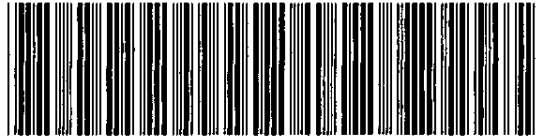
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

T. CLINE

DEC 16 2008

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Unimar, 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:

Anthony P. Vernace

(Contact Person)

Morgan, Lewis & Bockius LLP

(Firm/Company)

5300 Wachovia Financial Center, 200 S. Biscayne Blvd.

(Address)

Miami, Florida 33131

(City, State and Zip Code)

For further information concerning this matter, please call:

Anthony P. Vernace

(Name of Contact Person)

at (305)

415-3392

(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 TO LIMITED LIABILITY COMPANY
OF
UNIMAR, INC. 8915-64256
TO
UNIMAR, LLC

This Certificate of Conversion to Limited Liability Company, dated as of December 11, 2008, is being duly executed and filed by Unimar, Inc., a Florida corporation (the "Corporation"), and Unimar, LLC, a Florida limited liability company (the "Company"), under Section 608.439 of the Florida Limited Liability Company Act (the "LLC Act") and Section 607.1112 of the Florida Business Corporation Act (the "Corporation Act").

1. The Corporation was first formed in the State of Florida on August 18, 1995.
2. The Corporation is a Florida corporation.
3. The Corporation's name immediately prior to the filing of this Certificate of Conversion to Limited Liability Company was Unimar, Inc.
4. The name of the limited liability company into which the Corporation shall be converted as set forth in the Articles of Organization of the Company is:

Unimar, LLC

5. The principal address of the Company shall be 4975 S.W. 80th Street, Miami, Florida 33143.
6. The conversion of the Corporation to the Company (the "Conversion") shall be effective as of January 1, 2009.
7. The Conversion is in compliance with the Corporation Act and the LLC Act.
8. The Conversion was approved by the Plan of Conversion adopted by the Corporation on or about the date hereof.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Conversion to Limited Liability Company as of the date first above written.

UNIMAR, INC.

By: 

Name: Jacobo A. Gadala-Maria, Jr.
Title: Director

UNIMAR, LLC

By: 

Name: Jacobo A. Gadala-Maria, Jr.
Title: Sole Member

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**ARTICLES OF ORGANIZATION
OF
UNIMAR, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes and files the following Articles of Organization.

**ARTICLE I
NAME**

The name of the limited liability company is UNIMAR, LLC (the "Company").

**ARTICLE II
MAILING AND STREET ADDRESSES**

The mailing address and the street address of the principal office of the Company is

Unimar, LLC
4975 S.W. 80th Street
Miami, Florida 33143

**ARTICLE III
NAME AND ADDRESS OF
INITIAL REGISTERED AGENT**

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

Ethan W. Johnson, Esq.
5300 Wachovia Financial Center
200 S. Biscayne Blvd.
Miami, Florida 33131

A statement of the initial registered agent accepting his appointment is attached to these Articles of Organization.

**ARTICLE IV
MANAGEMENT**

The Company shall be a member-managed company. The Sole Member of the Company shall be Jacobo A. Gadala-Maria, Jr.

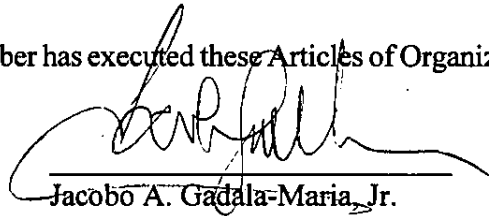
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ARTICLE V
EFFECTIVE DATE

These Articles of Organization shall be effective as of January 1, 2009.

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization this
11th day of December, 2008.



Jacobo A. Gadala-Maria, Jr.

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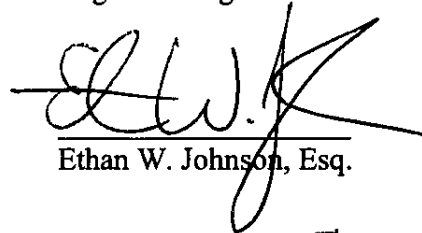
STATEMENT OF ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent of Unimar, LLC and agrees to comply with the provisions of the laws of Florida, including section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process.

The undersigned is familiar with, and accepts, the obligations of the position of registered agent.

Dated: December 11, 2008

Registered Agent



Ethan W. Johnson, Esq.

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