

L09000004/283

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

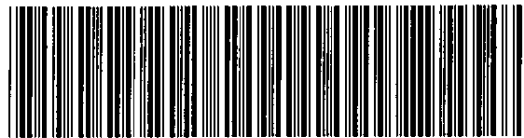
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



900153096529

04/29/03--01004--003 **180.00

RECEIVED
09 APR 29 AM 10:36
TALLAHASSEE, FLORIDA
FILED
2009 APR 29 AM 10:48
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ECFS

EXPRESS CORPORATE FILING SERVICE, INC
1000 PONCE DE LEON BLVD., STE: 101
CORAL GABLES, FL 33134
PH: (305)444-4994 FAX: (305)444-4977

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. DON JUAN FLOWERS, LLC
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☒ Pick up time ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input checked="" type="checkbox"/>	Other <u>Conversion</u>

Examiner's Initials

LLC to Inc.

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

FILED
2009 APR 29 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:
DON JUAN FLOWERS, 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 CONNECTICUT
(Enter state, or if a non-U.S. entity, the name of the country)

on DECEMBER 18, 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:

FLORIDA

4. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:

DON JUAN FLOWERS, 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 27 day of APRIL 2009.

Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: Antonio Garcia

Printed Name: ANTONIO GARCIA

Title: _____

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

Signature: JR

Printed Name: JHON J. RODRIGUEZ

Title: OWNER

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2009 APR 29 AM 10:48

FILED

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.

*Articles of Organization
Of
Don Juan Flowers, LLC*

FILED
2009 APR 29 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, Florida Statute 608- Florida Limited Liability Company Act, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

***Article 1
Name***

The name of the Limited Liability Company shall be DON JUAN FLOWERS, LLC (the "Limited Liability Company").

***Article II
Principal and Mailing Address***

The Principal and mailing address of the Limited Liability Company shall be located at 9219 SW 147th Court, Miami, FL 33196-4113, County of Miami-Dade, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

***Article III
Registered Office & Registered Agent***

The address of the initial registered office of the Limited Liability Company is 2121 Ponce de Leon Blvd., Suite 1050, Coral Gables, FL 33134, County of Miami-Dade, and the name of the company's initial Registered Agent for service of process in the State of Florida, at that address is Consulting Services of South Florida, Inc.

Article IV
Purposes and Powers

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, goodwill, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or government authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel or rescind any of such contacts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by laws, while acting as agent, nominee, or attorney-in-fact for any person or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of the limited liability companies for profit.
6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with other incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement if the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purpose and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

Article V

Duration

The term and duration of the Limited Liability Company shall be perpetual, unless terminated in accordance with the Operating Agreement of the Limited Liability Company or otherwise terminated in accordance with law.

Article VI

Continuation After Involuntary Termination

The business of the Limited Liability Company may be continued after the death, bankruptcy, insanity, expulsion, withdrawal or dissolution of a Member of the Limited Liability Company, or after the occurrence of any other event causing the involuntary dissolution of the Limited Liability Company if, within ninety (90) days after such event, the remaining or surviving Members of the Limited Liability Company unanimously elect to continue the business of the Limited Liability Company.

Article VII

Members

The Limited Liability Company shall have one or more members (the "Members"). The name and address of the initial Members are:

Jhon J. Rodriguez
9219 SW 147th Court
Miami, FL 33196-4113

Member

Joavany Alvarez
9219 SW 147th Court
Miami, FL 33196-4113

Member

Article VIII
Membership Restrictions

Members shall have the right to admit new Members by unanimous consent. Contributions required of new Members shall be determined as of their time of admission to the Limited Liability Company.

A member's interest in the Limited Liability Company shall be considered personal property, notwithstanding the actual nature of the assets owned by the Limited Liability Company, and may not be sold or otherwise transferred except with unanimous written consent of all existing Members.

Article IX
Management

The name and address of the initial Manager of this Limited Liability Company is as follows:

Martha L. Jimenez
Manager
9219 SW 147th Court
Miami, FL 33196-4113

Article X
Capital Contributions

Capital contributions in the amount of \$1,000.00 cash shall be paid to the limited liability company by the members on the following amounts:

<i>Member</i>	<i>Capital Contribution</i>	<i>Ownership Percentage</i>
<i>Jhon J. Rodriguez</i>	<i>\$500.00</i>	<i>50%</i>
<i>Joavany Alvarez</i>	<i>\$500.00</i>	<i>50%</i>

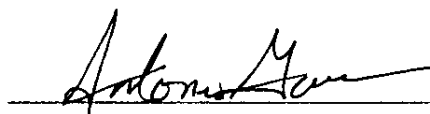
Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in their proportionate shares.

Article XI
Profits & Losses

A) Profit sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to its proportionate share of the profits. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and the day of the commencement date being the date of the filing of these Articles.

B) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in their proportionate shares.

Dated, this 27th day of April, 2008.

A handwritten signature in black ink, appearing to read "Antonio Garcia", is written over a horizontal line.

Antonio Garcia

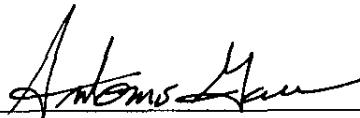
Authorized Representative

For: DON JUAN FLOWERS, LLC

Registered Agent Statement of Acceptance

Having been named as Registered Agent to accept service of process in the State of Florida for ***DON JUAN FLOWERS, LLC***, (the "Company") at the address designated on the Articles of Organization of the Company, pursuant to the requirements of Section 608.415, Florida Statutes, the undersigned Registered Agent hereby accepts the appointment as Registered Agent of the Company and agrees to act in that capacity. The undersigned Registered Agent further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the duties of a registered agent, and is familiar with and accepts the obligations of said position.

Dated, this 27th day of April, 2009.

A handwritten signature in black ink, appearing to read 'Antonio Garcia', written over a horizontal line.

Antonio Garcia
Consulting Services of South Florida, Inc.