

L09000054681

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

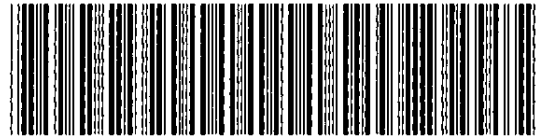
(Business Entity Name)

(Document Number)

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

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B. KOHR

JUN - 5 2009

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 026598 4300A

AUTHORIZATION :

*[Signature]*

COST LIMIT : \$ 150.00

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ORDER DATE : June 4, 2009

ORDER TIME : 12:51 PM

ORDER NO. : 026598-010

CUSTOMER NO: 4300A

DOMESTIC FILING

NAME: U.T.C. INTERNATIONAL, L.L.C.

EFFECTIVE DATE:

XX CERTIFICATE OF CONVERSION

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY

XX PLAIN STAMPED COPY

       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 2956

EXAMINER'S INITIALS: \_\_\_\_\_

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TALLAHASSEE, FLORIDA

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:

U.T.C. International, Corp.

MIC 244

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Corporation.

(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 Florida

(Enter state, or if a non-U.S. entity, the name of the country)

on June 4, 1985

(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:

U.T.C. International, L.L.C.

(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 3 day of June 2009.

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

Signature of Member or Authorized Representative: /s/ Mercedes Desiree LaRue  
Printed Name: Mercedes Desiree LaRue Title: Manager

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

Signature: [Signature]  
Printed Name: Faiq Alchalaby Title: President

Signature: [Signature]  
Printed Name: Mercedes Desiree LaRue Title: Vice President

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

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

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

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

**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)

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**ARTICLES OF ORGANIZATION  
FOR  
UTC INTERNATIONAL, L.L.C.**

**ARTICLE I - NAME**

The name of the Limited Liability Company is: UTC INTERNATIONAL, L.L.C.

**ARTICLE II - DURATION**

The limited liability company shall have perpetual existence.

**ARTICLE III - PURPOSE AND POWERS**

Except as restricted by these Articles of Organization, this limited liability company is organized for each and every legal and lawful purpose for which a limited liability company may be organized pursuant to the Florida Limited Liability Company Act.

Except as restricted by these Articles of Organization, this limited liability company shall have and may exercise all powers and rights which a limited liability company may exercise under Florida law or the laws of the United States of America.

**ARTICLE IV - PRINCIPAL OFFICE**

The mailing address and the street address of this limited liability company shall be 15880 W. Prestwick Place, Miami Lakes, Florida 33014.

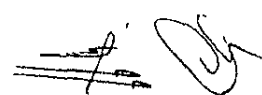
**ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE**

The initial registered agent for this limited liability company and the street address of the initial registered agent is:

**MERCEDES DESIREE LARUE**  
15880 W. Prestwick Place  
Miami Lakes, Florida 33014

**ARTICLE VI - ADDITIONAL MEMBERS**

This limited liability company may admit additional members subject to approval by unanimous vote of the existing member.



### **ARTICLE VII - INITIAL MANAGER**

This limited liability company shall be managed by one or more managers. This limited liability company shall initially have one manager. The number of managers of this company may be changed in accordance with the regulations of the company. The name and address of the initial manager is as follows:

**MERCEDES DESIREE LARUE**  
15880 W. Prestwick Place  
Miami Lakes, Florida 33014

**FAIQ ALCHALABY**  
15880 W. Prestwick Place  
Miami Lakes, Florida 33014

The initial manager shall serve until the first annual meeting of members or until his successor is elected and qualified or until his death or registration.

### **ARTICLE VIII - REGULATIONS**

The regulations of this limited liability company may only be adopted, amended, altered or repealed by the unanimous vote of the members.


### **ARTICLE IX - MEMBERS' RIGHT TO CONTINUE BUSINESS**

The members remaining after the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or any other event which terminates the membership of a member, have the right to continue the business of this limited liability company subject to approval by unanimous vote of the remaining members; provided that at least two members remain.

### **ARTICLE X - AMENDMENT**

This limited liability company reserves the right to amend, alter or repeal any provisions contained in these Articles of Organization in accordance with the Florida Limited Liability Company Act.

The undersigned has executed these Articles of Organization this 3 day of June, 2009.

  
\_\_\_\_\_  
**MERCEDES DESIREE LARUE**  
Authorized Representative of the Members

  
\_\_\_\_\_  
**FAIQ ALCHALABY**  
Authorized Representative of the Members

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

The name of the limited liability company is **UTC INTERNATIONAL, L.L.C.**

The name and address of the registered agent and office is:

**MERCEDES DESIREE LARUE**  
15880 W. Prestwick Place  
Miami Lakes, Florida 33014

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

Date: June 3, 2009

  
\_\_\_\_\_  
**MERCEDES DESIREE LARUE**