

L09000059281

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

P96-91240

(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

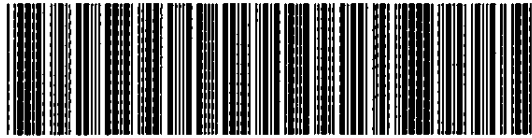
W09-24833

A. LUNT

JUN 18 2009

EXAMINER

Office Use Only



100156019241

06/15/09--01052--025 **150.00

FILED

2009 JUN 17 AM 11:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 27, 2009

OSVALDO R. MORALES
255 HARBOR DRIVE
KEY BISCAYNE, FL 33149

SUBJECT: WEALTHUSA, LLC
Ref. Number: W09000024833

We have received your document for WEALTHUSA, LLC and check(s) totaling \$300.00. However, your check(s) and document are being returned for the following:

We are returning your check for \$300.00 to be replaced by one in the correct amount of \$150.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt
Regulatory Specialist II

Letter Number: 409A00017829

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: WealthUSA, 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:

Osvaldo R. Morales

(Contact Person)

(Firm/Company)

255 Harbor Drive

(Address)

Key Biscayne, FL 33149

(City, State and Zip Code)

For further information concerning this matter, please call:

Osvaldo R. Morales

(Name of Contact Person)

at (305) 361-1197

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|---|---|--|
| <input checked="" 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 type="checkbox"/> \$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

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:
WealthUSA, Inc.

(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 11/06/1996.

(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**:

WealthUSA, LLC

(Enter Name of Florida Limited Liability Company)

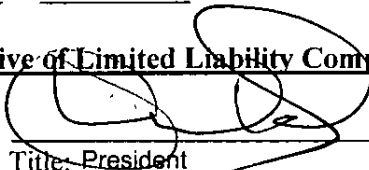
5. If not effective on the date of filing, enter the effective date: _____
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

2009 JUN 17 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

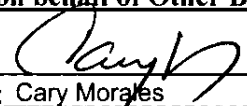
Signed this 19th day of May 20 09

Signature of Member or Authorized Representative of Limited Liability Company:

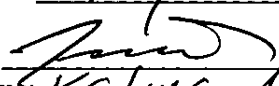
Signature of Member or Authorized Representative: 

Printed Name: Osvaldo R. Morales Title: President

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

Signature: 

Printed Name: Cary Morales Title: Vice-President

Signature: 

Printed Name: Katina Merino Title: Sec.

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

2009 JUN 17 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

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:

WealthUSA, 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:

Oswaldo R. Morales
Cary Morales
Katina Merino

Mailing Address:

255 Harbor Drive, Key Biscayne
255 Harbor Drive, Key Biscayne
255 Harbor Drive, Key Biscayne

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

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

Oswaldo R. Morales
Name
255 Harbor Drive
Florida street address (P.O. Box **NOT** acceptable)
Key Biscayne, FL 33149 FL
City, State, and Zip

2009 JUN 17 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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:

MGRM

Osvaldo R. Morales

255 Harbor Drive

Key Biscayne, FL 33149

MGRM

Cary Morales

255 Harbor Drive

Key Biscayne, FL 33149

MGRM

Katina Merino

255 Harbor Drive

Key Biscayne, FL 33149

(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 the 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.)

Osvaldo R. Morales

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)

FILED
2009 JUN 17 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA