

LD90000062692

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

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

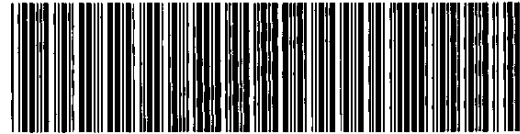
Special Instructions to Filing Officer:

**L. SELLERS**

NOV - 2 2010

**EXAMINER**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**FILED**

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Caribbean Development, LLC  
Name of Florida Limited Liability Company

The enclosed Certificate of Conversion and fee(s) are submitted to convert a Florida Limited Liability Company" into an "Other Business Entity" in accordance with s.608.4403, F.S.

Please return all correspondence concerning this matter to:

Thomas O. Wells, Esq.

Contact Person

Thomas O. Wells, P.A.

Firm/Company

540 Biltmore Way

Address

Coral Gables, FL 33134

City, State and Zip Code

Mechelle@twellsllaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Thomas O. Wells

Name of Contact Person

at ( 305 ) 444-0016

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$25.00 Filing Fee

☐ \$30.00 Filing Fee  
and Certificate of  
Status

☐ \$55.00 Filing Fee  
and Certified Copy

☐ \$60.00 Filing Fee,  
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**

of  
Caribbean Development, LLC, a Florida limited liability company,  
into  
Caribbean Development, LLC, a Delaware limited liability company

This Certificate of Conversion and the attached Certificate of Formation are submitted to convert Caribbean Development, LLC, a limited liability company organized under the laws of the State of Florida, into Caribbean Development, LLC, a limited liability company organized under the laws of the State of Delaware, in accordance with Section 608.4401, Florida Statutes, and Del. Code Ann. Tit. 6, § 18-214.

1. Caribbean Development, LLC, a Florida limited liability company organized, and immediately prior to the filing of this Certificate of Conversion, existing under the laws of the State of Florida, was formed on June 16, 2009, under Document Number L09000062692 (the "Converted Entity").
2. The name of the Converted Entity immediately prior to the filing of this Certificate of Conversion is Caribbean Development, LLC
3. The name of the Delaware limited liability company into which the Converted Entity will be converted is Caribbean Development, LLC, a Delaware limited liability company (the "Resulting Entity"). The Certificate of Formation for the Resulting Entity filed with the Delaware Secretary of State is attached.
4. The conversion of the Converted Entity into the Resulting Entity is in compliance with the Florida Limited Liability Company Act, Chapter 608.
5. The conversion of the Converted Entity into the Resulting Entity was approved by all of the members and managers of the Converted Entity in accordance with Section 608.4402, Florida Statutes.
6. The address of the principal office of Resulting Entity is 565 East Hillsboro Blvd., Deerfield Beach, Florida 33441. The Federal employer identification number for the Resulting Entity will be 26-4711440 which is the same Federal employer identification number of the Converted Entity.
7. This Certificate of Conversion shall be effective upon its filing with the Florida Secretary of State.
8. The Resulting Entity shall pay any member of the Converted Entity having appraisal rights in an amount as set forth in Sections 608.4351 through 608.43595 of the Florida Limited Liability Company Act.

**FILED**  
NOV - 1 PM 2:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion  
as of the 23<sup>rd</sup> day of September, 2010.

Edward V. Masi

Edward V. Masi, as President and Manager of  
Caribbean Development, LLC, a Florida limited  
liability company, and as President and Manager of  
Caribbean Development, LLC, a Delaware limited  
liability company

**CERTIFICATE OF FORMATION**  
of  
Caribbean Development, LLC  
(a Delaware limited liability company)

1. The name of the limited liability company is Caribbean Development, LLC.
2. The address of its registered office in Delaware is 3500 S. Dupont Hwy., Dover, DE 19901 (Kent). The name of the registered agent of the company at such address is Incorporating Services, Ltd.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of Caribbean Development, LLC on this 23<sup>rd</sup> day of September, 2010.

By: Edward V. Masi  
Print Name: EDWARD V. MASI  
Title: Authorized Person