

LU90000 84933

(Requestor's Name)

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☐ PICK-UP

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(Business Entity Name)

(Document Number)

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09 SEP - 2 PM 12:38  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
09 SEP - 2 PM 4:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. KOHR

SEP - 2 2009

EXAMINER

SPIEGEL & UTRERA,  
P.A.

(Requestor's Name)

1840 SOUTHWEST 22ND  
STREET, 4TH FLOOR

OFFICE USE ONLY

OFFICE USE ONLY

MIAMI, FL 33145 - (305) 854-6000

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

1. GOLF VIEW HAIR TRANSPLANT LLC MTA Financial Inc.  
(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 checked="" type="checkbox"/> | Other <u>conversion</u> |

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

| 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                                |

| REGISTRATION/<br>QUALIFICATION |                     |
|--------------------------------|---------------------|
| <input type="checkbox"/>       | Foreign             |
| <input type="checkbox"/>       | Limited Partnership |
| <input type="checkbox"/>       | Reinstatement       |
| <input type="checkbox"/>       | Trademark           |
| <input type="checkbox"/>       | Other               |

Examiner's Initials

**CERTIFICATE OF CONVERSION  
FOR  
"OTHER BUSINESS ENTITY"  
INTO  
FLORIDA LIMITED LIABILITY COMPANY**

09 SEP -2 PM 4:45  
FILED  
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.

PU5000049360

- FIRST:** The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is **MTA FINANCIAL, INC.**
- SECOND:** The "Other Business Entity" is a Florida For Profit Corporation, first incorporated under the laws of the State of Florida on April 4, 2005, (effective March 31, 2005.
- THIRD:** The jurisdiction of the "Other Business Entity" was never changed.
- FOURTH:** The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is **MTA FINANCIAL LLC**
- FIFTH:** The effective date will be the date of the filing of this document by the Florida Secretary of State.

Signed this 1st September, 2009

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

Paul Rubenstein  
Paul Rubenstein, Member

**Signature(s) on behalf of Other Business Entity:**

Mauricio Correa  
Mauricio Correa, President

**ARTICLES OF ORGANIZATION  
OF  
MTA FINANCIAL LLC**

FILED  
09 SEP - 2 PM 4:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**ARTICLE 1 - NAME**

The name of the limited liability company shall be **MTA FINANCIAL LLC**, (hereinafter "Company").

**ARTICLE 2 - ADDRESS**

The principal place of business of the Company in Florida shall be 1921 Northwest 150<sup>th</sup> Avenue, #103, Pembroke Pines, Florida 33028, and the mailing address shall be the same.

**ARTICLE 3 - EFFECTIVE DATE**

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

**ARTICLE 4 - DURATION**

Subject to the provisions of Article 8, the Company's existence shall terminate no later than 99 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE 5 - PURPOSES AND POWERS**

The general purpose for which the Company is organized is to engage in the business of consumer financing, and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.



**SPIEGEL & UTRERA, P.A.**

L A W Y E R S

www.amerilawyer.com

1840 CORAL WAY, 4TH FLOOR, MIAMI, FL 33145 - (305) 854-6000 - (800) 603-3900 - FACSIMILE (305) 860-2076  
MAILING ADDRESS - POST OFFICE BOX 450605, MIAMI, FL 33245-0605

**ARTICLE 6 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Company is Spiegel & Utrera, P.A., at 1840 Southwest 22nd Street, 4th Floor, Miami, Florida 33145. The name and address of the registered agent of this Company is Spiegel & Utrera, P.A., 1840 Southwest 22nd Street, 4th Floor, Miami, Florida 33145.

**ARTICLE 7 - ADMISSION OF NEW MEMBERS**

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the member(s) of the Company and upon such terms and conditions as shall be determined by all the member(s). A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

**ARTICLE 8 - TERMINATION OF EXISTENCE**

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there is at least one remaining member.

**ARTICLE 9 - MANAGEMENT**

The Company shall be managed by a manager or manager(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names of all such manager(s) who is/are to serve as manager(s) is/are:

Operating Manager: Alejandra Rubenstein

Secretary: Paul Rubenstein

whose mailing addresses shall be the same as the principal office of the Company.



**SPIEGEL & UTRERA, P.A.**

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**ARTICLE 10 - INDEMNIFICATION**

The Company shall indemnify managers and/or members of the Company who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the managers and/or members was a party because the managers and/or members is or was a manager and/or member of the Company against reasonable attorney fees and expenses incurred by the managers and/or members in connection with the proceeding. The Company may indemnify an individual made a party to a proceeding because the individual is or was a member, manager, employee or agent of the Company against liability if authorized in the specific case after determination, in the manner required by the member(s), that indemnification of the member, manager, employee or agent, as the case may be, is permissible in the circumstances because the member, manager, employee or agent has met the standard of conduct set forth by the member(s). The indemnification and advancement of attorney fees and expenses for managers, employees and agents of the Company shall apply when such persons are serving at the Company's request while a member, manager, employee or agent of the Company, as the case may be, as a member, manager, partner, trustee, employee or agent of another foreign or domestic Company, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Company. The Company also may pay for or reimburse the reasonable attorney fees and expenses incurred by a member, manager, employee or agent of the Company who is a party to a proceeding in advance of final disposition of the proceeding. The Company also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a member, manager, employee or agent of the Company, whether or not the Company would have power to indemnify the individual against the same liability under the law. All references in these Articles of Organization are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Organization shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a member, manager, employee or agent of the Company or the ability of the Company otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Organization to "member", "manager", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

**SPIEGEL & UTRERA, P.A.**

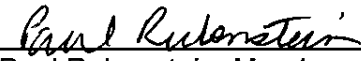
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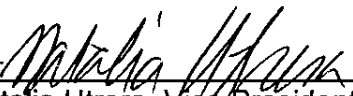
**IN WITNESS WHEREOF**, The undersigned, an authorized representative of the member(s), has made and subscribed these Articles of Organization at Coral Gables, Florida, for the foregoing uses and purposes, this \_\_\_\_\_.

  
Paul Rubenstein, Member

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF ORGANIZATION**

Spiegel & Utrera, P.A., having a business office identical with the registered office of the Company name above, and having been designated as the Registered Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent under Section 608.4155, Florida Statutes and other applicable Florida Statutes.

Spiegel & Utrera, P.A.

By:   
Natalia Utrera, Vice President



**SPIEGEL & UTRERA, P.A.**  
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