

L09000123141

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

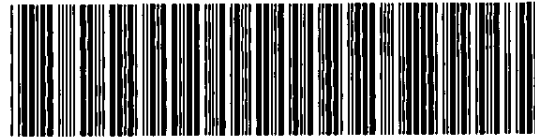
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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12/30/09--01007--007 **180.00

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09 DEC 30 AM 11:24

SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

EFFECTIVE DATE 1/1/2010

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 DEC 30 PM 2:13

B. KOHR

DEC 30 2009

EXAMINER

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

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DIVISION OF CORPORATIONS
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CONTACT: ASHLEY SMITH

DATE: 12-30-2009

EFFECTIVE DATE 1/1/2010

REF. #: 000174.116730

CORP. NAME: AMBO FOODS INC.

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| (XX) OTHER: CERTIFICATE OF CONVERSION | | |

STATE FEES PREPAID WITH CHECK# 1177 FOR \$ 180.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

EFFECTIVE DATE 1/1/2010

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SECRETARY OF CORPORATIONS
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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:
AMBO FOODS INC.

P68000047341

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a CORPORATION.
(Enter entity type. Example: corporation, limited partnership, 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 MAY 9, 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:

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

AMBO FOODS, LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: JANUARY 1, 2010.
(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 29th day of DECEMBER 20⁰⁹.

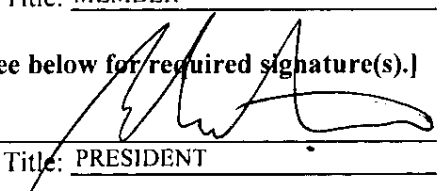
Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: 

Printed Name: BO MARTINSEN

Title: MEMBER

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

Signature: 

Printed Name: BO MARTINSEN

Title: PRESIDENT

Signature: _____

Printed Name: _____

Title: _____

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)

EFFECTIVE DATE 1/1/2010

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ARTICLES OF ORGANIZATION

AMBO FOODS, LLC,
a Florida limited liability company

ARTICLE I NAME

The business and affairs of the Limited Liability Company shall be conducted under the name of:

AMBO FOODS, LLC

ARTICLE II EFFECTIVE DATE

The effective date of the Limited Liability Company shall be January 1, 2010.

ARTICLE III PRINCIPAL OFFICE

The street address and the mailing address of the principal place of business of the Limited Liability Company within the State of Florida shall be:

727 Commerce Drive
Venice, Florida 34292

ARTICLE IV INITIAL REGISTERED AGENT/OFFICE

The registered office of the Limited Liability Company and its initial registered agent shall be:

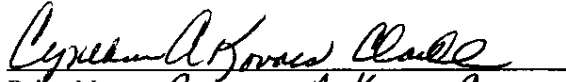
Benjamin R. Hanan
240 South Pineapple Avenue, 10th Floor
Sarasota, Florida 34236


ARTICLE V MANAGEMENT AND POWERS

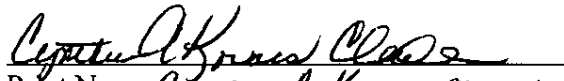
The business and affairs of the Limited Liability Company shall be managed by one or more Managers elected as provided in the Regulations of the Limited Liability Company.

29th IN WITNESS WHEREOF, these Articles of Organization have been executed as of the
day of December, 2009.


WITNESSES:

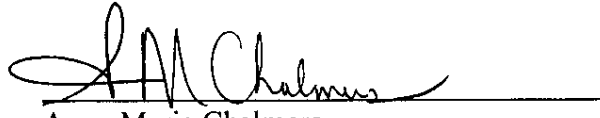

Print Name CYNTHIA A. KOVACS CLARK


Print Name Sean Duade


Print Name CYNTHIA A. KOVACS CLARK


Print Name Sean Duade


Bo Martinsen


Anne-Marie Chalmers

“MANAGERS”

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415 of the Florida Statutes, the undersigned Limited Liability Company submits the following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the Limited Liability Company is:

AMBO FOODS, LLC

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

Benjamin R. Hanan
240 South Pineapple Avenue, 10th Floor
Sarasota, Florida 34236

Having been named 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: _____

12/29/09


Benjamin R. Hanan

“REGISTERED AGENT”