

L1000000 65 25

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

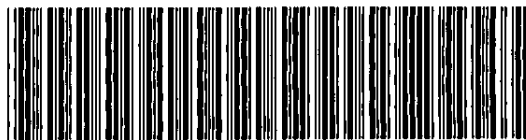
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400165254184

RECEIVED
10 JAN 19 PM 4:19
FILED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 JAN 19 AM 9:16

B. KOHR

JAN 20 2010

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195
REFERENCE : 255406 7578406
AUTHORIZATION :
COST LIMIT : \$ 150.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 JAN 19
9:16
Lynne H. [signature]

ORDER DATE : January 19, 2010
ORDER TIME : 3:59 PM
ORDER NO. : 255406-005
CUSTOMER NO: 7578406

DOMESTIC AMENDMENT FILING

NAME: PERDOMO HOLDINGS, INC.

EFFECTIVE DATE:

XX___ ARTICLES OF CONVERSION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX___ PLAIN STAMPED COPY
___ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds -- EXT# 2933

EXAMINER'S INITIALS: _____

**CERTIFICATE AND PLAN OF CONVERSION
FOR
PERDOMO HOLDINGS, INC.
INTO
PERDOMO HOLDINGS, LLC**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 JAN 19 AM 9:16

This Certificate and Plan of Conversion and attached Articles of Organization are submitted to convert **PERDOMO HOLDINGS, INC.**, a Nevada corporation (the "Corporation"), into **PERDOMO HOLDINGS, LLC**, a Florida limited liability company (the "LLC"), in accordance with Section 608.439, Florida Statutes, and Chapter 92A of the Revised Nevada Statutes.

1. **PERDOMO HOLDINGS, INC.**, a Nevada corporation, was formed on October 30, 2001.
2. The name of the Florida limited liability company is **PERDOMO HOLDINGS, LLC**, and it will be the resulting entity which will be governed by the laws of Florida.
3. This Certificate and Plan of Conversion shall be effective upon filing.
4. Pursuant to the conversion transaction, the shares of issued and outstanding stock of the Corporation ("Shares") shall be converted into membership interests ("Member Interests") in the LLC, as follows:

The Shares held by each shareholder of the Corporation immediately prior to the conversion transaction, when expressed as a percentage of the then total issued and outstanding Shares, shall be converted into the same percentage of Member Interests in the LLC such that the percentage of stock ownership in the Corporation held by each shareholder immediately prior to the conversion transaction will equal the same percentage of Member Interests in the LLC held by that (former) shareholder (and now a member of the LLC) immediately after the conversion transaction.

5. The Articles of Organization of the LLC, its charter documents, are as set forth in Exhibit A attached hereto.

The undersigned have executed this Certificate and Plan of Conversion as of the 19 day of January, 2010.



NICHOLAS I. PERDOMO, as President of
PERDOMO HOLDINGS, INC. and sole Member
and Manager of **PERDOMO HOLDINGS, LLC**

EXHIBIT A
ARTICLES OF ORGANIZATION
OF
PERDOMO HOLDINGS, LLC
(a Florida limited liability company)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 JAN 19 AM 9:16

**ARTICLES OF ORGANIZATION
OF
PERDOMO HOLDINGS, LLC
(a Florida limited liability company)**

The undersigned, in forming a Florida limited liability company under the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, hereby adopts the following Articles of Organization:

**ARTICLE I
NAME**

The name of the limited liability company is **PERDOMO HOLDINGS, LLC** (hereinafter, the "Company").

**ARTICLE II
MAILING AND PRINCIPAL ADDRESS**

The mailing address and street address of the principal office of the Company is:

8275 N.W. 157 Terrace
Miami Lakes, FL 33014

**ARTICLE III
REGISTERED AGENT AND REGISTERED OFFICE**

The name and street address of the Company's registered agent are:

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301

The undersigned has executed these Articles of Organization as of this 19th day of January, 2010.

PERDOMO HOLDINGS, LLC


By: 

NICHOLAS I. PERDOMO, Member

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for **PERDOMO HOLDINGS, LLC** at the place designated in Article III of the Articles of Organization, **CORPORATION SERVICE COMPANY** hereby accepts the appointment as registered agent, agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties. **CORPORATION SERVICE COMPANY** is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, Florida Statutes.

CORPORATION SERVICE COMPANY

By:  **Jeanine Reynolds**
Name: _____ **as its agent**
Date: 1-19, 2010