

L100000044101

(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

APR 25 2010

EXAMINER

Office Use Only



900176998529

04/23/10--01056--019 **150.00

FILED

10 APR 23 PM 2:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: ARTEMUNDI & CO., 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:

Roland Sanchez-Medina Jr.

(Contact Person)

SMGQLCG&M, LLP

(Firm/Company)

2333 Ponce De Leon Blvd. Suite 302

(Address)

Coral Gables, Florida 33134

(City, State and Zip Code)

roland@smgqlaw.com

E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Roland Sanchez-Medina

(Name of Contact Person)

at (305) 448-4344

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization)

☐ \$155.00 Filing Fees
and Certificate of
Status

☐ \$180.00 Filing Fees
and Certified Copy

☐ \$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 OF
ARTEMUNDI & CO., INC. INTO
ARTEMUNDI & CO., LLC**


This Certificate of Conversion and the attached Articles of Organization are submitted to convert **ARTEMUNDI & CO., INC.**, a corporation organized under the laws of the State of Florida, into **ARTEMUNDI & CO., LLC**, a limited liability company organized under the laws of the State of Florida, in accordance with Sections 607.1114 and 608.439, Florida Statutes.

1. Artemundi & Co., Inc., a corporation organized, and immediately prior to the filing of this Certificate of Conversion, existing under the laws of the State of Florida was formed on August 6, 1999, under Document Number P99000069896.
2. The name of the Florida limited liability company into which Artemundi & Co., Inc., will be converted is Artemundi & Co., LLC. The Articles of Organization of Artemundi & Co., LLC, are attached to this Certificate of Conversion.
3. The conversion of Artemundi & Co., Inc., a Florida corporation, into Artemundi & Co., LLC, a Florida limited liability company, is in compliance with the Florida Business Corporation Act, Chapter 607, and in compliance with the Florida Limited Liability Company Act, Chapter 608.
4. The conversion of Artemundi & Co., Inc., a Florida corporation, into Artemundi & Co., LLC and the Articles of Organization of Artemundi & Co., LLC were approved by all of the shareholders and directors of Artemundi & Co., Inc., in accordance with the provisions of Section 607.1113 of the Florida Business Corporation Act.
5. The address of the principal office of Artemundi & Co., Inc., is 1410 20th Street, Suite 211, Miami Beach, Florida 33139. In that this conversion complies with Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, the Federal employer identification number for Artemundi & Co., LLC will be 650951065 which is the same Federal Employer Identification Number of Artemundi & Co., Inc.
6. This Certificate of Conversion shall be effective upon its filing with the Florida Department of State.
7. Artemundi & Co., LLC shall pay any shareholder of Artemundi & Co., Inc. having appraisal rights in an amount as set forth in Section 607.1301 through 607.1333 of the Florida Business Corporation Act.


FILED
10 APR 20
10 2:00
SECRET
TALLAHASSEE
FLORIDA

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion as of the 20th day of March, 2010.

ARTEMUNDI & CO., INC.

By: 
Francisco J. Lumbreras, *President*

ARTEMUNDI & CO., LLC

By: 
Francisco J. Lumbreras, *Manager*

FILED

10 APR 23 PM 2:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION OF
ARTEMUNDI & CO., LLC**

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 Artemundi & Co., LLC (hereinafter, the "Company").

ARTICLE II. MAILING AND PRINCIPAL ADDRESS

The mailing address and street address of the principal office of the Company is 1410 20th Street, Suite 211, Miami, Florida 33139.

ARTICLE III. REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is: Roland Sanchez-Medina Jr., Sanchez-Medina, Gonzalez, Quesada, Lage *et al.*, LLP, 2333 Ponce de Leon Blvd., Suite 302, Coral Gables, Florida 33134.

ARTICLE IV. MANAGEMENT

The Company will be a manager-managed company.

Having been named as registered agent and to accept service of process for the above-stated 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 of registered agent as provided for in Chapter 608, F.S.



Roland Sanchez-Medina Jr.



Roland Sanchez-Medina Jr., as authorized representative

(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.)