

L10000077763

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

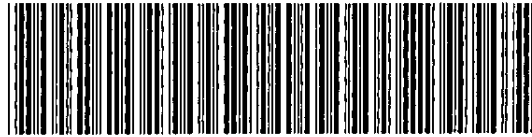
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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06/28/10--01031--006 **150.00

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DIVISION OF CORPORATIONS
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B. KOHR
JUL 23 2010
EXAMINER

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DIVISION OF CORPORATIONS
10 JUL 23 PM 3:19

Charter Number Only

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SECRETARY OF CORPORATIONS
10 JUL 23 PM 3 16

6/25/10

Requestor's Name: Hagen & Hagen PA
Address: 3531 Griffin Road
Ft. Lauderdale FL 33312
City State ZIP Phone
(954) 987-0515

VALIDATION ONLY

CORPORATION(S) NAME

VITA FARMS PARTNERSHIP

- Profit
- NonProfit
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Amendment
- Dissolution
- Annual Report
- Reservation
- Photo Copies
- Call If Problem
- Will Wait
- Merger
- Mark
- Other CONVERSION
- Change of Registered Agent
- Certificate Under Seal
- After 4:30
- Mail Out
- Pick Up

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

Empire Toll Free: 1-800-432-3028

FILED
STATE REGISTER SERVICE
DIVISION OF CORPORATIONS
10 JUL 23 PM 3 18

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: VITA FARMS PARTNERSHIP

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:

MAX M. HAGEN

Contact Person

HAGEN & HAGEN, P.A.

Firm/Company

3531 GRIFFIN ROAD

Address

FT. LAUDERDALE, FL 33312

City, State and Zip Code

mhagen@hagenlawfirm.com

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

For further information concerning this matter, please call:

MAX M. HAGEN

Name of Contact Person

at (954)

987-0515

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 28, 2010

EMPIRE

TALLAHASSEE, FL

SUBJECT: VITA FARMS, LLC
Ref. Number: W10000030833

We have received your document for VITA FARMS, LLC and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$150.00 payment.

The wrong Certificate of Conversion has been used.

To convert an entity into a Florida LLC, you MUST use the CERTIFICATE OF CONVERSION OF OTHER BUSINESS ENTITY INTO FLORIDA LLC. Please note that this certificate requires TWO SIGNATURES. Both the converting entity and the resulting entity must sign.

ALSO, please note that before you can convert Florida general partnership into another entity, the partnership must have filed a GENERAL PARTNERSHIP REGISTRATION with the Florida Division of Corporations. A form for filing this Registration is attached. The fee to file it is \$50.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr
Regulatory Specialist II

Letter Number: 210A00015850

RECEIVED
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
10 JUL 23 PM 3 16

RECEIVED
10 JUL 23 AM 10:32

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
10 JUL 23 PM 3 16

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:

Vita Farms Partnership

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a General Partnership
(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 NOV 28, 1984
(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:

N/A

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

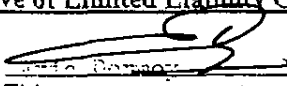
Vita Farms, LLC

(Enter Name of Florida Limited Liability Company)

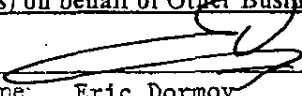
5. If not effective on the date of filing, enter the effective date: _____
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

Signed this 12 day of July 2010

Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: 
Printed Name: Eric Dormoy Title: Managing Member

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

Signature: 
Printed Name: Eric Dormoy Title: General Partner

Signature: _____
Printed Name: ~~Jean Luc Maury Laribiere~~ Title: ~~Member~~

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)

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

FILED STATE
DIVISION OF CORPORATIONS
JUL 23 PM 3:16

ARTICLE I - Name:

The name of the Limited Liability Company is:

VITA FARMS, LLC

(Must end with the words "Limited Liability Company," "L.L.C.," or "LLC.")

ARTICLE II - Address:

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

Principal Office Address:

Mailing Address:

3631 GRIFFIN ROAD
FT. LAUDERDALE, FL 33312

6750 SW 102 TER
MIAMI, FL 33186

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

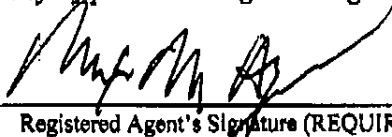
The name and the Florida street address of the registered agent are:

HAGEN & HAGEN, P.A.
Name

3531 GRIFFIN ROAD
Florida street address (P.O. Box **NOT** acceptable)

FT. LAUDERDALE FL 33312
City, State, and Zip

Having been named as registered agent and 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.


Registered Agent's Signature (REQUIRED)

(CONTINUED)

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGRM

ERIC DORMOY

8750 SW 102 TER

MIAMI, FL 33166

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

REQUIRED SIGNATURE:

Max M. Hagen, registered authorized signator

Signature of a member or an authorized representative of a member.

(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.)

Max M. Hagen

Typed or printed name of signee

Filing Fees:

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)