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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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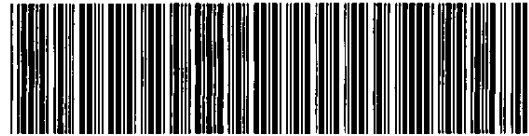
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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08/18/10--01024--018 \*\*150.00

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** COMPASS CAFE, INC.

(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:

David E. Marko

(Contact Person)

de la O, Marko, Magolnick & Leyton PA

(Firm/Company)

3001 SW 3 Avenue

(Address)

Miami, FL 33129

(City, State and Zip Code)

marko@dmmlaw.com

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

For further information concerning this matter, please call:

David E. Marko

at ( 305 ) 285-2000

(Name of Contact Person)

(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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

August 19, 2010

DAVIE E. MARKO  
DE LA O. MARKO, MAGOLNICK & LEYTON PA  
3001 SW 3 AVENUE  
MIAMI, FL 33129

SUBJECT: COMPASS CAFE, LLC  
Ref. Number: W10000039226

We have received your document for COMPASS CAFE, 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):

The Certificate of Conversion must state the effective date of the conversion. The effective date cannot be prior to the date of filing nor more than 90 days after the date of filing and must be the same as the effective date of the conversion under the laws governing the other business entity.

This document was received in our office on 8/18/10.

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) 245-6067.

Neysa Culligan  
Regulatory Specialist II

Letter Number: 010A00019997

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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: COMPASS CAFE, INC. S76308

(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 August 28, 1991  
(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**:

COMPASS CAFE, LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: August 30, 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 11th day of August 2010.

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

Signature of Member or Authorized Representative: X Jon Becker  
Printed Name: Jon Becker Title: Authorized Representative

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

Signature: Jon Becker X  
Printed Name: Jon Becker Title: PVST

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)

**Articles of Organization**  
**COMPASS CAFE, LLC**

**ARTICLE I**

The name of this Florida limited liability company (this "Company") shall be: Compass Cafe, LLC.

**ARTICLE II**

The initial street address of the principal office of this Company shall be: 3001 Southwest Third Avenue, Miami, Florida 33129. The mailing address of the principal office of the Company shall be 3001 Southwest Third Avenue, Miami, Florida 33129.

**ARTICLE III**

This Company's registered agent in the State of Florida shall be: David Everett Marko, 3001 Southwest Third Avenue, Miami, Florida 33129.

**ARTICLE IV**

This Company shall be member managed unless otherwise stated in its operating regulations or operating agreement, or any amendments thereto.

**ARTICLE V**

This Company's existence shall be perpetual.

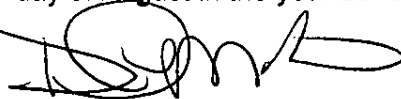
**ARTICLE VI**

This Company's member(s), as well as any manager(s) or officer(s), shall not be personally liable for the debts, obligations, or liabilities of this Company.

**ARTICLE VII**

The power to amend, alter or repeal these Articles of Organization shall be vested in this Company's member(s). The Articles of Organization may be amended, at any time, by unanimous vote of the member(s). In accordance with Florida Statutes section 608.408(3), the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated therein are true.

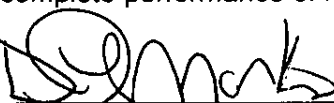
IN WITNESS WHEREOF, the undersigned authorized representative of Compass Cafe, LLC has executed these Articles of Organization this 11<sup>th</sup> day of August in the year 2010.



David Everett Marko  
Authorized Representative

### ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent with the ability to accept service of process for Compass Cafe, LLC at the address designated in the Articles of Organization, I hereby accept the appointment as registered agent and agree to act in this capacity. I am familiar with, understand, and accept the obligations of my designated position as registered agent as provided for in Chapter 608 of the statutes of the State of Florida, and I agree to comply with the provisions of all Florida statutes relating to the proper and complete performance of my duties.



David Everett Marko

Date: August 11, 2010

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10 AUG 26 AM 9:48

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA