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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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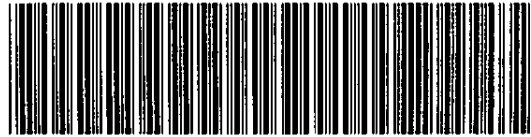
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. CLINE

DEC 14 2010

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: NICOLAS VILLALBA WHOLESALERS, 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:

JOHN S. BOHATCH, ESQ.

(Contact Person)

GUTTENMACHER & BOHATCH, P.A.

(Firm/Company)

7301 SW 57th Court, Suite 560

(Address)

SOUTH MIAMI, FLORIDA 33143

(City, State and Zip Code)

LAW@GBTAXLAW.COM

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

For further information concerning this matter, please call:

JOHN S. BOHATCH, ESQ.

(Name of Contact Person)

at (305) 666-1040

(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

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TALLAHASSEE, FLORIDA

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GUTTENMACHER & BOHATCH, P.A.

ATTORNEYS AT LAW

JOHN S. BOHATCH
EDWARD P. GUTTENMACHER
KATALINA PEÑARANDA
ERIC SATIN*

7301 SOUTHWEST 57TH COURT
SUITE 560
SOUTH MIAMI, FLORIDA 33143

TELEPHONE (305) 666-1040
TELEFAX (305) 666-1020
E-MAIL Law@GBTaxLaw.com

KEY WEST OFFICE
GULFVIEW POINTE
2647 GULFVIEW DRIVE
KEY WEST, FLORIDA 33040

TELEPHONE (305) 294-1521
TELEFAX (305) 292-4016

PLEASE REPLY TO:
SOUTH MIAMI

PRACTICE LIMITED TO
PROBATE, ESTATE PLANNING,
BUSINESS PLANNING & TAXATION

*LL.M. TAXATION

WEALTH PLANNING &
TRANSACTIONAL ALLIANCE
WITH ADAMS GALLINAR, P.A.

December 1, 2010

Via Federal Express

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

RE: NICOLAS VILLALBA WHOLESALERS, INC., a New Jersey Corporation
merger into NICOLAS VILLALBA WHOLESALERS, INC., a Florida
Corporation; and

NICOLAS VILLALBA WHOLESALERS, INC. conversion to NICOLAS
VILLALBA WHOLESALERS, LLC

To Whom It May Concern:

Enclosed please find the Articles of Merger for the above referenced Corporations, along with a check in the amount of \$70.00 representing the filing fees for such.

Additionally, enclosed you will find Articles of Conversion for Nicolas Villalba Wholesalers, Inc. into Nicolas Villalba Wholesalers, LLC, along with a check in the amount of \$150.00 representing the fee for such.

Please file the Merger documents first and then the Conversion documents. Once complete, please forward all acknowledgment certificates in the self-addressed stamped envelope provided herein.

Should you have any questions, or need anything further, please do not hesitate to contact our office.

Sincerely,

GUTTENMACHER & BOHATCH, P.A.


KATALINA PEÑARANDA, ESQ.

KP/jdf
Encl.

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GUTTENMACHER & BOHATCH, P.A.

ATTORNEYS AT LAW

JOHN S. BOHATCH
EDWARD P. GUTTENMACHER
KATALINA PEÑARANDA
ERIC SATIN*

PRACTICE LIMITED TO
PROBATE, ESTATE PLANNING,
BUSINESS PLANNING & TAXATION

*LL.M. TAXATION

WEALTH PLANNING &
TRANSACTIONAL ALLIANCE
WITH ADAMS GALLINAR, P.A.

7301 SOUTHWEST 57TH COURT
SUITE 560
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KEY WEST OFFICE
GULFVIEW POINTE
2647 GULFVIEW DRIVE
KEY WEST, FLORIDA 33040

TELEPHONE (305) 294-1521
TELEFAX (305) 292-4016

PLEASE REPLY TO:
SOUTH MIAMI

December 9, 2010

Via Certified Mail—
Return Receipt Requested

Attn: Tammi Cline
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

RE: NICOLAS VILLALBA WHOLESALERS, INC. conversion to NICOLAS VILLALBA WHOLESALERS, LLC

To Whom It May Concern:

Per your letter dated December 3, 2010, enclosed please will find the revised Articles of Conversion for Nicolas Villalba Wholesalers, Inc. into Nicolas Villalba Wholesalers, LLC.

Once filed, please submit the letter of acknowledgment to our office in the self-addressed stamped envelope provided herein. .

Should you have any questions, or need anything further, please do not hesitate to contact our office.

Sincerely,

GUTTENMACHER & BOHATCH, P.A.


KATALINA PEÑARANDA, ESQ.

KP/jdf
Encl.

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 3, 2010

KATALINA PENARANDA
GUTTENMACHER & BOHATCH, P.A.
7301 SOUTHWEST 57TH COURT, SUITE 560
SOUTH MIAMI, FL 33143

SUBJECT: NICOLAS VILLALBA WHOLESALERS, LLC
Ref. Number: W10000056191

We have received your document for NICOLAS VILLALBA WHOLESALERS, 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 Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

The designation of the registered agent must be at a Florida street address.

A post office box is not an acceptable address for the registered agent.

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) 245-6020.

Tammi Cline
Regulatory Specialist II

Letter Number: 710A00028144

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2010 DEC 13 PM 3:19

FILED

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:
NICOLAS VILLALBA WHOLESALERS, INC. 810-60425

(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 DECEMBER 5, 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:

NICOLAS VILLALBA WHOLESALERS, 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.)


SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Signed this _____ day of ~~May~~ 20~~11~~.

Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: 
Printed Name: NICOLAS VILLALBA, JR. Title: MANAGER

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

Signature: 
Printed Name: NICOLAS VILLALBA 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)

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

NICOLAS VILLALBA WHOLESALERS, LLC

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

ARTICLE II - Address:

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

Principal Office Address:

XXXXXXXXXXXXXXXXXXXX 232319 W. 788 Street

~~XXXXXXXXXXXX~~ ~~XXXXXXXXXXXX~~

Hialeah, Florida 33016

Mailing Address:

Sheet

P.O. Box 160520

Hialeah, Florida 33016

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:

NEREIDA VILLALBA

Name 2319 W. 78 Street

[illegible]

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

Hialeah

FL 33016

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..

Mervin Kallalva
Registered Agent's Signature (REQUIRED)

(CONTINUED)

Page 1 of 2

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:

MGR

NICOLAS VILLALBA, JR.

~~XXXXXXXXXX~~ 2319 W. 78 Street

Hialeah, Florida 33016

MGR

DAVID VILLALBA

~~XXXXXXXXXX~~ 2319 W. 78th Street

Hialeah, Florida 33016

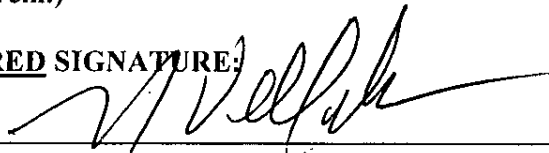
(Use attachment if necessary)

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

(OPTIONAL)

(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 Certificate of Conversion, if an effective date is listed therein.)

REQUIRED SIGNATURE:



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.)

Typed or printed name of signer

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)

SECRETARY OF STATE
TREASURY
FLORIDA

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