

L110000018831

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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PICK-UP

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MAIL

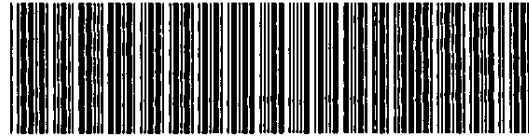
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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12/27/10--01043--003 **60.00

01/31/11--01025--022 **125.00

2011 FEB 11 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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T. CLINE

FEB 14 2011

EXAMINER



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 1, 2011

LUGUAN YAN
8250 SW 116TH STREET
MIAMI, FL 33156

SUBJECT: AMERICAN EDUCATION AND TRANSLATION SERVICES, LLC
Ref. Number: W11000006102

We have received your document for AMERICAN EDUCATION AND TRANSLATION SERVICES, LLC and check(s) totaling \$125.00 of which \$125.00 has been designated to file this document. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is an additional amount of \$25.00 due. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

The effective date of the conversion 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 listed in the Florida Articles of Incorporation, if any.

A business entity may not serve as its own registered agent. Please designate an individual or another business entity with an active registration or filing with this office, having a Florida street address identical with that of the registered office.

You must insert the letters "MGRM" in the block above the name and address of each managing member and/or the letters "MGR" in the block above the name and address of each manager listed.

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: 911A00002670

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: American Education and Translation Services 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:

Luguan Yan

(Contact Person)

American Education and Translation Service.

(Firm/Company)

8250 SW 116th Street.

(Address)

Miami, FL 33156

(City, State and Zip Code)

luguanyan@gmail.com.

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

For further information concerning this matter, please call:

Luguan Yan

(Name of Contact Person)

at

(786)

206-3184
(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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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:

American Consulting & Translation Service, Inc.
(Enter Name of Other Business Entity)

PK-88972

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, USA
(Enter state, or if a non-U.S. entity, the name of the country)

on 10/24/2010
(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:

American Education and Translation Services, LLC
(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: 1/5/2011
(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.)

6. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and the requirements of s.608.439, F.S., in effecting the conversion.

7. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

Signed this 6th day of January 20 11

Signature of Member or Authorized Representative of Limited Liability Company:

Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

Signature of Member or Authorized Representative: Zhihua Zhao / [Signature]

Printed Name: ZHIHUA ZHAO

Title: Vice President / president

Luguan Yan
Signature(s) on behalf of Other Business Entity: Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S. [See below for required signature(s).]

Signature: [Signature]

Printed Name: Luguan Yan

Title: President

Signature: [Signature]

Printed Name: Haiyan LIN

Title: Director

Signature: [Signature]

Printed Name: Yunting Zhang

Title: Director

Signature: [Signature]

Printed Name: Yanzhi Guo

Title: Vice President

Signature: [Signature]

Printed Name: Zhihua Zhao

Title: Vice President

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)

\$25.00
\$125.00
\$30.00 (Optional)
\$5.00 (Optional)
paid (\$60)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

American Education and Translation Services. 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:

8250 SW 116th Street
Miami, FL 33156

Mailing Address:

8250 SW 116th Street
Miami, FL 33156

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:

Yanzhi Guo (YG)
American Education and Translation Services. LLC
Name

8250 SW 116th Street
Florida street address (P.O. Box **NOT** acceptable)

Miami FL 33156
City, State, and Zip

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TALLAHASSEE, FLORIDA

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..

YG
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:

Name and Address:

"MGR" = Manager

"MGRM" = Managing Member

MGR

Luguan Yan

820 SW 116th Street

Miami, FL 33156

MGRM

Yanzhi Guo

820 SW 116th Street

Miami, FL 33156

MGRM

Zhihua Zhao

18 Wallace Cir

Malden, MA 02148

(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 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. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Luguan Yan

Typed or printed name of signee

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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