

L11000062101

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP

WAIT

MAIL

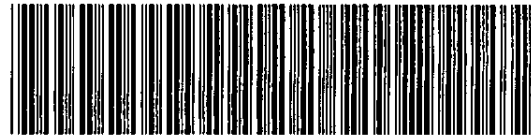
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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04/15/11--01022--018 **150.00

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TALLAHASSEE, FLORIDA

W11-215261

J. BRYAN

MAY 25 2011

EXAMINER



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 18, 2011

YAMILE MARTORY
JORGE E. BLANCO, P.A.
14501 PONCE DE LEON BLVD., #202
CORAL GABLES, FL 33134

SUBJECT: AGROMACHINERY, LLC
Ref. Number: W11000021561

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TALLAHASSEE, FLORIDA

We have received your document for AGROMACHINERY, 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 effective date must be specific and cannot be prior to the date of filing.

We didn't get the Articles of Organization which have to be filed with the conversion form,

We are enclosing the proper form(s) with instructions for your convenience.

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) 245-6043.

Joey Bryan
Regulatory Specialist II

Letter Number: 611A00009322

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: AGROMACHINERY, 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:

YAMILE MARTORY
(Contact Person)

JORGE E. BLANCO, P.A.
(Firm/Company)

1401 PONCE DE LEON BLVD., #202
(Address)

CORAL GABLES, FLORIDA 33134
(City, State and Zip Code)

jorgeblancolaw@bellsouth.net
E-mail address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

YAMILE MARTORY at (305) 444-0044
(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

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TALLAHASSEE, FLORIDA

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

AGROMACHINERY CORPORATION #P05000090912
(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 JUNE 24, 2005
(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**:

AGROMACHINERY, 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.**)

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 23 day of May 2011.

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: [Signature]
Printed Name: ALI TORREALBA, SR. Title: MANAGING MEMBER

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: ALI TORREALBA, SR. Title: CHAIRMAN OF THE BOARD OF DIRECTORS

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

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TALLAHASSEE, FLORIDA

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
OF
AGROMACHINERY LLC**

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TALLAHASSEE, FLORIDA

The undersigned, being authorized to execute and file these Articles, hereby certify that:

ARTICLE I

The name of the Limited Liability Company is: **AGROMACHINERY LLC**

ARTICLE II

The mailing address and street address of the principal office of the Limited Liability Company shall initially be located at 5150 NW 72 Ave, Miami, Florida 33166, or any other place upon which the members agree.

ARTICLE III

The effective date shall be on the date of these Articles. The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV

The Limited Liability Company is to be managed by a manager or managers who may be, but are not required to be, members of the Company. The name and address of the managers who will serve as managers until the first annual meeting of the members or until their/his/its successor is selected and qualified in accordance with the Regulations is as follows:

ALI TORREALBA - 5150 NW 72 Ave, Miami, Florida 33166

ALI TORREALBA, JR. - 5150 NW 72 Ave, Miami, Florida 33166

ALTHIS TORREALBA - 5150 NW 72 Ave, Miami, Florida 33166

THISBET TORREALBA - 5150 NW 72 Ave, Miami, Florida 33166

THISBET BASTARDO - 5150 NW 72 Ave, Miami, Florida 33166

ARTICLE V

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be: By unanimous written consent of the existing members as per the terms of the Regulations.

JORGE E. BLANCO, ESQ.

1401 Ponce De Leon Boulevard, Suite 202

Coral Gables, Florida 33134

Telephone No.: (305) 444-0044

Florida Bar No.: 197807

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TALLAHASSEE, FLORIDA

ARTICLE VI

The right, if given, of the members of the Limited Liability Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company shall be as provided for in the written Regulations of the Company.

ARTICLE VII

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

ZONIA CONCHA.- 275 SW 198 Terr., Pembroke Pines, Florida 33029

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.



ZONIA CONCHA-Registered Agent

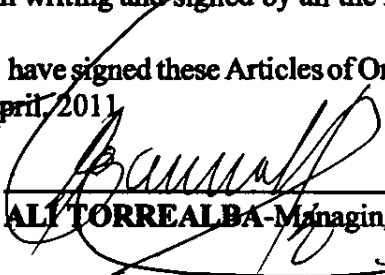
ARTICLE VIII

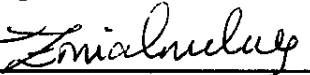
Purpose: The Company is organized to engage in all lawful business activities as are permitted under the Act.

ARTICLE IX

Regulations: Any Regulations as defined in Section 608.402 (13) of the Act, relating to this Limited Liability Company must be in writing and signed by all the Members.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 23 day of ^{MAY} April, 2011



ALI TORREALBA-Managing Member


ZONIA CONCHA-Registered Agent

In accordance with Section 608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

ACKNOWLEDGMENT ON FOLLOWING PAGE

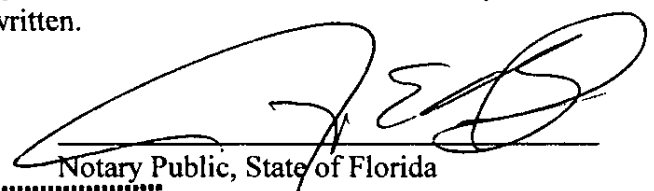
STATE OF FLORIDA

COUNTY OF MIAMI-DADE

I HEREBY CERTIFY, that on the 23 day of ^{May} April, 2011, personally appeared before me ALI TORREALBA, to me well known or who has provided his _____, as identification.

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TALLAHASSEE, FLORIDA

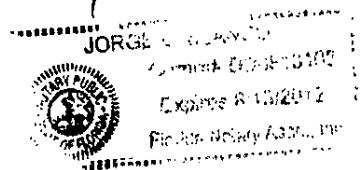
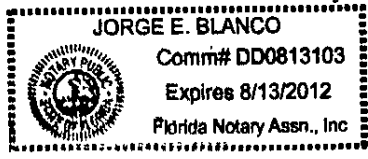
IN WITNESS WHEREOF, I have set my hand and official seal at Miami, County of Miami-Dade, State of Florida, the day and year above written.


Notary Public, State of Florida

My Commission Expires:

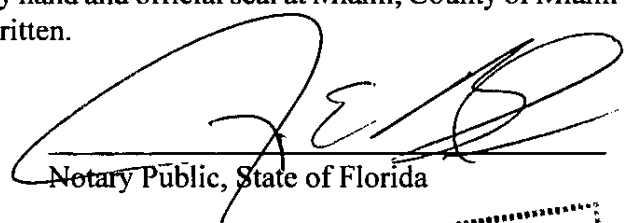
STATE OF FLORIDA

COUNTY OF MIAMI-DADE



I HEREBY CERTIFY, that on the 23 day of ^{May} April, 2011, personally appeared before me, ZONIA CONCHA, to me well known or who has provided his Florida Driver's License as identification.

IN WITNESS WHEREOF, I have set my hand and official seal at Miami, County of Miami-Dade, State of Florida, the day and year above written.


Notary Public, State of Florida

