

L11 0000 88967

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

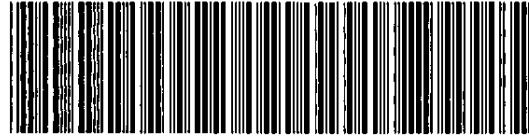
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600210325986

08/02/11--01008--018 **150.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2011 AUG -2 AM 10:15

FILED

T. CLINE

AUG -3 2011

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: ALWAYS VINTAGE CLOTHING, 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 S.W. 57th Court, Suite 560
(Address)

South Miami, FL 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 at (305) 666-1040
(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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
2011 AUG -2 AM 10:15

FILED

GUTTENMACHER & BOHATCH, P.A.

ATTORNEYS AT LAW

JOHN S. BOHATCH
EDWARD P. GUTTENMACHER
KATALINA PEÑARANDA

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

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

July 29, 2011

Via Certified Mail—
Return Receipt Requested

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Always Vintage Clothing, LLC

To Whom It May Concern:

Enclosed please find the Articles of Conversion for the above-referenced entity, along with our Firm's check in the amount of \$150.00 representing the filing fee for such. Please file the Articles and return proof of such to our office in the self-addressed stamped envelope provided herein.

Should you have any questions, please do not hesitate to contact our office.

Sincerely,

GUTTENMACHER & BOHATCH, P.A.


KATALINA PEÑARANDA, ESQ.

FILED
2011 AUG -2 AM 10 15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KP/lmf
Enclosures

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:
ALWAYS VINTAGE CLOTHING, INC. P11-13327

(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 FEBRUARY 7, 2011
(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**:

ALWAYS VINTAGE CLOTHING, 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

2011 AUG -2 PM 10:15

FILED

Signed this _____ day of _____ 20_____.

Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: [Signature]
Printed Name: KURT MARSHALL Title: MANAGER

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

Signature: [Signature]
Printed Name: RONALD PLATOVSKY 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)

2011 AUG -2 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

ALWAYS VINTAGE CLOTHING, 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:

3690 N.W. 62nd Street
Miami, FL 33147

Mailing Address:

3690 N.W. 62nd Street
Miami, FL 33147

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.)

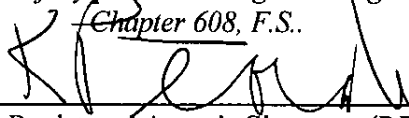
The name and the Florida street address of the registered agent are:

G, B & B-B REGISTRIES, LLC
Name
7301 SW 57th Court, Suite 560
Florida street address (P.O. Box NOT acceptable)
South Miami, FL 33143 FL
City, State, and Zip

2011 AUG -2 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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)

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

KURT MARSHALL

3690 N.W. 62nd Street

Miami, FL 33147

(Use attachment if necessary)

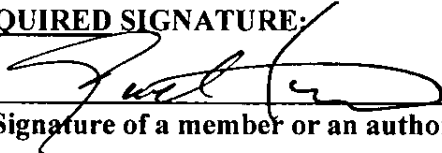
ARTICLE V: Effective date, if other than the date of filing: _____

(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.)

FILED
2011 AUG - 2 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.)

KURT MARSHALL

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)