

L12000001715

(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



300215324913

12/27/11--01049--021 **150.00

FILED

12 JAN -4 AM 8:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N. Ouligan JAN -4 2012

Duane Morris

FIRM and AFFILIATE OFFICES

TARA L. MILLER, FRP
FLORIDA REGISTERED PARALEGAL
DIRECT DIAL: 561.962.2113
PERSONAL FAX: 561.516.6320
E-MAIL: tlmiller@duanemorris.com

www.duanemorris.com

NEW YORK
LONDON
SINGAPORE
PHILADELPHIA
CHICAGO
WASHINGTON, DC
SAN FRANCISCO
SAN DIEGO
BOSTON
HOUSTON
LOS ANGELES
HANOI
HO CHI MINH CITY
ATLANTA
BALTIMORE
WILMINGTON
MIAMI
PITTSBURGH
NEWARK
LAS VEGAS
CHERRY HILL
BOCA RATON
LAKE TAHOE

MEXICO CITY
ALLIANCE WITH
MIRANDA & ESTAVILLO

December 22, 2011

VIA FEDEX

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Conversion of Inteco Investments, Inc., a Nevada corporation, into Inteco Investments, LLC, a Florida limited liability company

Dear Sir/Madam:

The enclosed Certificate and Plan of Conversion, Articles of Organization, and fees are submitted to convert Inteco Investments, Inc., a Nevada corporation, into Inteco Investments, LLC, a Florida limited liability company.

Enclosed is a check in the amount of \$150.00 payable to "Florida Department of State" for the filing fees associated therewith.

Please return all correspondence concerning this matter to the undersigned in the enclosed self-addressed, postage paid envelope.

The e-mail address for annual report notifications is tlmiller@duanemorris.com.

For further information concerning this matter, please contact attorney, Danielle R. Burns, at the number below.

Best regards,



Tara L. Miller, FRP
Florida Registered Paralegal



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 28, 2011

DUANE MORRIS
2700 NORTH MILITARY TRAIL, SUITE 300
BOCA RATON, FL 33431-1808

SUBJECT: INTECO INVESTMENTS, LLC
Ref. Number: W11000064026

We have received your document for INTECO INVESTMENTS, 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):

Sections 607.1113, 608.4403, 620.2104, and 620.8914, F.S., require the certificate of conversion to be signed by the converting entity as required by applicable law. If the converting entity is a corporation, the certificate of conversion must be signed by a chairman, vice chairman, officer, director, or an incorporator. If the converting entity is a limited liability company, the certificate of conversion must be signed by a member or an authorized representative of a member. If the converting entity is a general partnership or limited liability partnership, the certificate of conversion must be signed by a general partner. If the converting entity is a limited partnership or limited liability limited partnership, the certificate of conversion must be signed by all of the general partners. If the converting entity is another type of business entity, an authorized person must sign the certificate of conversion.

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: 511A00028725

**CERTIFICATE AND PLAN OF CONVERSION
FOR
INTECO INVESTMENTS, INC.
INTO
INTECO INVESTMENTS, LLC**

FILED
12 JAN -4 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


This Certificate and Plan of Conversion and attached Articles of Organization are submitted to convert **INTECO INVESTMENTS, INC.**, a Nevada corporation (the "Corporation"), into **INTECO INVESTMENTS, LLC**, a Florida limited liability company (the "LLC"), in accordance with Section 608.439, Florida Statutes, and Nev. Rev. Stat. Ann. § 92A.105.

1. **INTECO INVESTMENTS, INC.**, a Nevada corporation, was formed on November 8, 1990.
2. The name of the Florida limited liability company, as set forth in the attached Articles of Organization, is **INTECO INVESTMENTS, LLC**, and it will be the resulting entity which will be governed by the laws of Florida.
3. This Certificate and Plan of Conversion shall be effective upon filing.
4. Pursuant to the conversion transaction ("Plan of Conversion"), the shares of issued and outstanding stock of the Corporation ("Shares") shall be converted into membership interests ("Member Interests") in the LLC, as follows:

The shares held by each shareholder of the Corporation immediately prior to the conversion transaction, when expressed as a percentage of the then total issued and outstanding shares, shall be converted into the same percentage of member interests in the LLC such that the percentage of stock ownership in the Corporation held by each shareholder immediately prior to the conversion transaction will equal the same percentage of member interests in the LLC held by that (former) shareholder (and now a member of the LLC) immediately after the conversion transaction.

5. The Articles of Organization of the LLC, its charter documents, are as set forth in Exhibit A attached hereto.

The undersigned has executed this Certificate and Plan of Conversion as of the 9 day of December, 2011.



GEORGE LINDEMANN, Authorized
Representative of Inteco Investments, Inc.
and Inteco Investments, LLC

EXHIBIT A

Articles of Organization
of
INTECO INVESTMENTS, LLC
(a Florida Limited Liability Company)

**ARTICLES OF ORGANIZATION
OF
INTECO INVESTMENTS, LLC**
(a Florida limited liability company)

The undersigned, in forming a Florida limited liability company under the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, hereby adopt the following Articles of Organization:

**ARTICLE I
NAME**

The name of the limited liability company is **INTECO INVESTMENTS, LLC** (hereinafter, the "Company").

**ARTICLE II
MAILING AND PRINCIPAL ADDRESS**

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

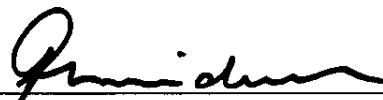
1455 Ocean Drive, #BH406
Miami Beach, FL 33139

**ARTICLE III
REGISTERED AGENT AND REGISTERED OFFICE**

The name and street address of the Company's registered agent are:

GEORGE LINDEMANN
1455 Ocean Drive, #BH406
Miami Beach, FL 33139

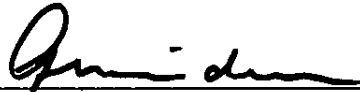
The undersigned authorized representative of the Company has executed these Articles of Organization as of this 9 day of December, 2011.



GEORGE LINDEMANN, Authorized
Representative

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for **INTECO INVESTMENTS, LLC** at the place designated in Article III of the Articles of Organization, **GEORGE LINDEMANN** hereby accepts the appointment as registered agent, agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties. **GEORGE LINDEMANN** is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 608, F.S.



GEORGE LINDEMANN
Date: December 9, 2011

FILED
12 JAN -4 AM 8:59
SECRETARY OF STATE
DALLAHASSEE, FLORIDA