

L12000018734

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

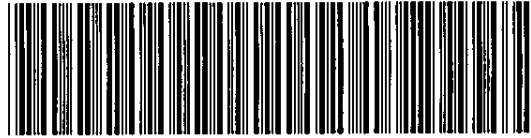
Special Instructions to Filing Officer:

Office Use Only

B. KOHR

FEB - 8 2012

EXAMINER



600220246936

02/08/12--01001--024 **185.00

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
12 FEB - 7 PM 3:47

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 FEB - 7 AM 11:27



Wolters Kluwer
Corporate Legal Services

CT Corporation

515 East Park Avenue
Tallahassee, FL

850 222 1092 tel
850 222 7615 fax
www.ctcorporation.com

12 FEB -7 AM 11:27
FILED
CLERK OF COURT
TALLAHASSEE, FL

February 7, 2012

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 8381939 SO
Customer Reference 1: None Given
Customer Reference 2: None Given

Dear Department of State, Florida:

Please obtain the following:

LW Frfaiting Inc. (FL)
Conversion
Florida

LW Forfaiting, LLC (FL)
Formation
Florida

LW Forfaiting, LLC (FL)
Certificate of Status-Domestic
Florida

LW Forfaiting, LLC (FL)
Obtain Document - Misc - Certified copy of Conversion and Formation doucment.
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Connie Bryan
Assistant Secretary

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: LW Forfeiting 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:

Ethan Johnson

(Contact Person)

Morgan, Lewis & Bockius LLP

(Firm/Company)

200 S. Biscayne Blvd., Suite 5300

(Address)

Miami, FL 33131

(City, State and Zip Code)

ejohnson@morganlewis.com

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

For further information concerning this matter, please call:

Ethan Johnson

(Name of Contact Person)

at (305) 415-3394

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|---|---|---|---|
| <input type="checkbox"/> \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization) | <input type="checkbox"/> \$155.00 Filing Fees
and Certificate of
Status | <input type="checkbox"/> \$180.00 Filing Fees
and Certified Copy | <input checked="" type="checkbox"/> \$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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 FEB -7 AM 11:27

CERTIFICATE OF CONVERSION TO FLORIDA LIMITED LIABILITY COMPANY
OF
LW FORFAITING INC.
TO
LW FORFAITING LLC

FILED
SECRETARY OF STATE
DIVISION OF CONSUMER LAW
12 FEB -7 10 43 AM '12
P99V00109384

This Certificate of Conversion to Limited Liability Company, dated as of February 6, 2012, is being duly executed and filed by LW Forfaising Inc., a Florida corporation (the "Corporation"), and LW Forfaising LLC, a Florida limited liability company (the "Company"), under Section 608.439 of the Florida Limited Liability Company Act (the "LLC Act") and Section 607.1112 of the Florida Business Corporation Act (the "Corporation Act").

RV

1. The Corporation was first formed in the State of Florida on December 20, 1999.
2. The Corporation is a Florida corporation.
3. The Corporation's name immediately prior to the filing of this Certificate of Conversion to Limited Liability Company was LW Forfaising Inc.
4. The name of the limited liability company into which the Corporation shall be converted as set forth in the Articles of Organization of the Company is:

LW Forfaising LLC

5. The principal address of the Company shall be 1111 Brickell Avenue, Suite 1117, Miami, Florida 33131.
6. The conversion of the Corporation to the Company (the "Conversion") shall be effective as of filing date of this Certificate of Conversion.
7. The Conversion is in compliance with the Corporation Act and the LLC Act.
8. The Conversion was approved by the Plan of Conversion adopted by the Corporation on or about the date hereof.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Conversion to Limited Liability Company as of the date first above written.

LW FORFAITING INC.

By: 

Name: Carlos A. Zalles
Title: President

LW FORFAITING LLC

By: 

Name: Carlos A. Zalles
Authorized Signatory

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 FEB -7 AM 11:27

ARTICLES OF ORGANIZATION
OF
LW FORFAITING LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes and files the following Articles of Organization.

ARTICLE I
NAME

The name of the limited liability company is LW Forfating LLC (the "Company").

ARTICLE II
MAILING AND STREET ADDRESSES

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

LW Forfating LLC
1111 Brickell Avenue
Suite 1117
Miami, Florida 33131

ARTICLE III
NAME AND ADDRESS OF
INITIAL REGISTERED AGENT

The name and street address of the initial registered agent of the Company in the State of Florida are:

CT Corporation System
1200 South Pine Island Road
Plantation, Florida 33324

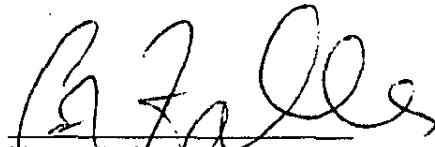
A statement of the initial registered agent accepting his appointment is attached to these Articles of Organization.

ARTICLE IV
MANAGEMENT

The Company shall be a manager-managed company.

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization this
__ day of February, 2012.

By:

A handwritten signature in black ink, appearing to read 'C. Zalles', written over a horizontal line.

Name: Carlos A. Zalles
Authorized Signatory

STATEMENT OF ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent of LW Investment Management (USA) LLC and agrees to comply with the provisions of the laws of Florida, including section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process.

The undersigned is familiar with, and accepts, the obligations of the position of registered agent.

Dated: Feb 6, 2012

Registered Agent

Barbara A. Burke
CT Corporation

Barbara A. Burke
Special Assistant Secretary