

L12000052116

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

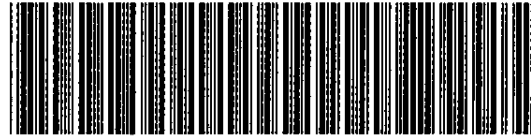
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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04/02/12--01033--024 **185.00

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 APR 16 PM 4:09

APR 17 2012
T. HAMPTON

09581-2100



2655 SOUTH LE JEUNE ROAD, 5TH FLOOR
CORAL GABLES, FLORIDA 33134
TELEPHONE: (305) 444-7662
FACSIMILE: (305) 444-7275
WWW.ARISTALAW.COM

Reply to: Ed Arista
E-Mail: Ed@AristaLaw.com

March 30, 2011

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

Re: **PRIMO GROVES INC.**

To Whom It May Concern:

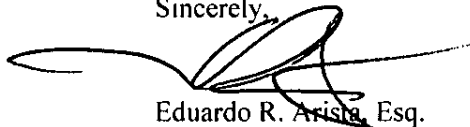
Enclosed please find: (1) the Certificate of Conversion to convert an "Other Business Entity" into a Florida limited liability company in accordance with s. 608.439, F.S.; (2) the Articles of Organization and; (3) a check in the amount of \$185.00 for the filing of the Certificate of Conversion and Articles of Organization.

Please return all correspondence concerning this matter to:

Eduardo R. Arista, Esq.
Arista Law
Gables International Plaza
2655 Le Jeune Road, 5th Floor
Coral Gables, Florida 33134

For further information concerning this matter, please call Eduardo R. Arista, at (305) 444-7662.

Sincerely,



Eduardo R. Arista, Esq.

ERA/jg
Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

12 APR 16 PM 4:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 3, 2012

EDUARDO R ARISTA, ESQ
ARISTA LAW - GABLES INTERNATIONAL PLAZA
2655 LEJEUNE RD - 5TH FLOOR
CORAL GABLES, FL 33134

SUBJECT: PRIMO GROVES, LLC
Ref. Number: W12000018560

We have received your document for PRIMO GROVES, LLC and your check(s) totaling \$185.00. 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 the corrected original and one copy of 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) 245-6051.

Tammy Hampton
Regulatory Specialist II
Registration/Qualification Section

Letter Number: 312A00010873

**CERTIFICATE OF CONVERSION
FOR
PRIMO GROVES INC
INTO
PRIMO GROVES, LLC**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 APR 16 PM 4:09

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 §608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is: **PRIMO GROVES INC**

2. The "Other Business Entity" is a corporation first organized, formed, or incorporated under the laws of the State of Florida on April 16, 1996.

3. The jurisdiction of the "Other Business Entity" has not changed.

4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organizations shall be **PRIMO GROVES, LLC**.

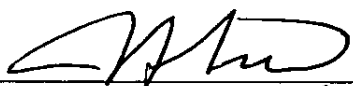
5. The plan of conversion was approved by the converting Florida Corporation in accordance with Florida Statutes Chapter 607, and as required by the governing law of the "Other Business Entity."

6. The effective date of the conversion shall be the same as the date of filing.

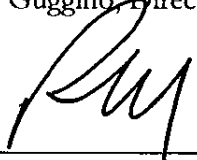
7. The initial street address of the principal office shall be 1011 NW 6 Street, Homestead, FL 33030, or as otherwise provided by the Operating Agreement.

8. The initial mailing address shall be 1011 NW 6 Street, Homestead, FL 33030, or as otherwise provided by the Operating Agreement.

Signed this 26th day of March 2012.



Joseph A. Guggino, Director of Primo Groves Inc. and
member of Primo Groves, LLC



Richard Mullins, Director of Primo Groves Inc. and member of
Primo Groves, LLC

**ARTICLES OF ORGANIZATION OF
PRIMO GROVES, LLC**

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

ARTICLE I

NAME

The name of the Limited Liability Company is as follows:

PRIMO GROVES, LLC

ARTICLE II

ADDRESS

The initial street address of the principal office and mailing address is 1011 NW 6 Street, Homestead, Florida 33030, or as otherwise provided by the Operating Agreement.

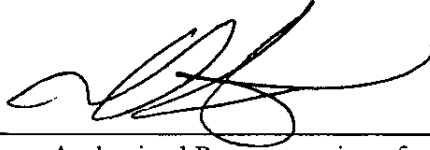
ARTICLE III

REGISTERED AGENT AND REGISTERED OFFICE

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

Eduardo R. Arista, Esq.
Arista Law
Gables International Plaza
2655 Le Jeune Road, 5th Floor
Coral Gables, Florida 33134

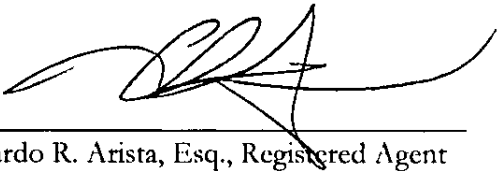
IN WITNESS WHEREOF, I have signed these Articles of Organization as an authorized representative of a member and acknowledged them to be my act this 30 day of March, 2012.



Eduardo R. Arista, Esq., Authorized Representative of a Member

STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

I hereby accept the designation as registered agent to accept service of process for PRIMO GROVES, LLC at the place designated in Article III above. 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 under Chapter 608, Florida Statutes.



Eduardo R. Arista, Esq., Registered Agent