

L12000053382

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

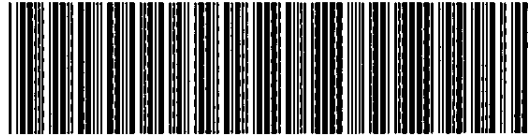
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 APR 19 AM 8:57

APR 20 2012

T. HAMPTON

58002 216

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: WAREHOUSE PROPERTIES OF MIAMI, 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 & Peñaranda, P.A.

(Firm/Company)

7301 SW 57th Court, Suite 560

(Address)

South Miami, FL 33143

(City, State and Zip Code)

jbohatch@gbptaxlaw.com

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

For further information concerning this matter, please call:

John S. Bohatch, Esq. 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

GUTTENMACHER, BOHATCH & PEÑARANDA, P.A.

ATTORNEYS AT LAW

JOHN S. BOHATCH†
EDWARD P. GUTTENMACHER
KATALINA PEÑARANDA
ANDRES E. TEJIDOR*

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

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

† FLORIDA CERTIFIED PUBLIC ACCOUNTANT
* LL.M. TAXATION

April 5, 2012

VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED

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

RE: Warehouse Properties of Miami, LLC

To Whom It May Concern:

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

Finally, please note that the effective date of filing is February 1, 2012.

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

Sincerely,

GUTTENMACHER, BOHATCH & PEÑARANDA, P.A.


JOHN S. BOHATCH, ESQ.

JSB/lmf
Enclosures

GUTTENMACHER, BOHATCH & PEÑARANDA, P.A.

ATTORNEYS AT LAW

JOHN S. BOHATCH†
EDWARD P. GUTTENMACHER
KATALINA PEÑARANDA
ANDRES E. TEJIDOR*

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

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

† FLORIDA CERTIFIED PUBLIC ACCOUNTANT
* LL.M. TAXATION

PLEASE REPLY TO:
SOUTH MIAMI

April 17, 2012

VIA FEDERAL EXPRESS

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

RE: Warehouse Properties of Miami, LLC

To Whom It May Concern:

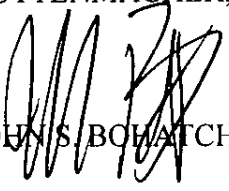
Enclosed please find the Articles of Conversion for the above-referenced entity, along with the notice received from the Florida Department of State dated April 11, 2012. Our check in the amount of \$150.00 was previously provided to you under separate cover dated April 5, 2012. Please file the Articles and return proof of such to our office in the prepaid envelope provided herein.

Finally, please note that the effective date of filing is April 30, 2012.

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

Sincerely,

GUTTENMACHER, BOHATCH & PEÑARANDA, P.A.


JOHN S. BOHATCH, ESQ.

JSB/lmf
Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

12 APR 19 PM 4:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 11, 2012

JOHN S BOHATCH, ESQ
GUTTENMACHER BOHATCH & PENARANDA PA
7301 SW 57TH CT - STE 560
S MIAMI, FL 33143

SUBJECT: WAREHOUSE PROPERTIES OF MIAMI, LLC
Ref. Number: W12000020289

We have received your document for WAREHOUSE PROPERTIES OF MIAMI, 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 of the conversion cannot be prior to the date of filing nor more than 90 days after the date of filing and must be the same as the effective date listed in the Florida Articles of Organization, if any.

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: 312A00011540

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:

WAREHOUSE PROPERTIES OF MIAMI, INC.
(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 November 1, 1994
(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**:

WAREHOUSE PROPERTIES OF MIAMI, LLC
(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: April 30, 2012
(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.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 APR 19 AM 8:57

Signed this 13th day of March 2012.

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: 

Printed Name: SERGIO P. DALMAU

Title: Manager

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: 

Printed Name: SERGIO P. DALMAU

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)

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DIVISION OF CORPORATIONS
12 APR 19 AM 8:57

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

WAREHOUSE PROPERTIES OF MIAMI, 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:

840 W. 20th Street

Hialeah, FL 33010

Mailing Address:

600 Grapetree Drive, #7-ES

Key Biscayne, FL 33149

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:

SERGIO P. DALMAU

Name

600 Grapetree Drive, #7-ES

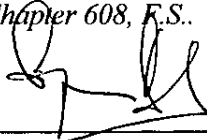
Florida street address (P.O. Box **NOT** acceptable)

Key Biscayne

FL 33149

City, State, and Zip

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)

(CONTINUED)

Page 1 of 2

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DIVISION OF CORPORATIONS
12 APR 19 AM 8:57

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

Name and Address:

"MGR" = Manager

"MGRM" = Managing Member

MGR

SERGIO P. DALMAU

600 Grapetree Drive, #7-ES

Key Biscayne, FL 33149

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: April 30, 2012
(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 listed therein.)

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. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

SERGIO P. DALMAU

Typed or printed name of signee