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N. Culligan

JUN 18 2012

## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

St. Johns Shipping Co, Inc. into

St. Johns Shipping Co., LLC

Signature \_\_\_\_\_

Requested by: SETH

06/14/12

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

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\_\_\_\_ Art of Inc. File \_\_\_\_\_  
\_\_\_\_ LTD Partnership File \_\_\_\_\_  
\_\_\_\_ Foreign Corp. File \_\_\_\_\_  
\_\_\_\_ L.C. File \_\_\_\_\_  
\_\_\_\_ Fictitious Name File \_\_\_\_\_  
\_\_\_\_ Trade/Service Mark \_\_\_\_\_  
\_\_\_\_ Merger File \_\_\_\_\_  
\_\_\_\_ Art. of Amend. File \_\_\_\_\_  
\_\_\_\_ RA Resignation \_\_\_\_\_  
\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_  
\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_  
\_\_\_\_ ✓ Cert. Copy \_\_\_\_\_  
\_\_\_\_ Photo Copy \_\_\_\_\_  
\_\_\_\_ ✓ Certificate of Good Standing \_\_\_\_\_  
\_\_\_\_ Certificate of Status \_\_\_\_\_  
\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_  
\_\_\_\_ Corp Record Search \_\_\_\_\_  
\_\_\_\_ Officer Search \_\_\_\_\_  
\_\_\_\_ Fictitious Search \_\_\_\_\_  
\_\_\_\_ Fictitious Owner Search \_\_\_\_\_  
\_\_\_\_ Vehicle Search \_\_\_\_\_  
\_\_\_\_ Driving Record \_\_\_\_\_  
\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_  
\_\_\_\_ UCC 11 Search \_\_\_\_\_  
\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_  
\_\_\_\_ Courier \_\_\_\_\_

**CERTIFICATE OF CONVERSION  
FOR  
FLORIDA PROFIT CORPORATION  
INTO**

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12 JUN 15 AM 11:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FLORIDA LIMITED LIABILITY COMPANY**

This Certificate and attached Articles of Organization are submitted to convert a Florida profit corporation into a Florida limited liability company, in accordance with Sections 607.1112, 607.1113 and 608.439 of the Florida Statutes:

1. The name of the Florida profit corporation converting into the Florida limited liability company is: St. Johns Shipping Co., Inc. *P12-21456*
2. St. Johns Shipping Co., Inc. is a for profit corporation first organized, formed or incorporated under the laws of the State of Florida on January 23, 1985.
3. The name of the Florida limited liability company as set forth in the attached Articles of Organization is: St. Johns Shipping Co., LLC.
4. St. Johns Shipping Co., Inc., a Florida profit corporation, has been converted into St. Johns Shipping Co., LLC, a Florida limited liability company, in compliance with Chapters 607 and 608 of the Florida Statutes (the "Florida Business Corporation Act" and the "Florida Limited Liability Company Act"), and the conversion complies with the applicable laws governing St. Johns Shipping Co., LLC.
5. The plan of conversion was approved by the converting Florida profit corporation in accordance with the Florida Business Corporation Act.
6. The conversion will be effective upon the filing of this Certificate and the attached Articles of Organization with the Department of State of the State of Florida.
7. The address of the principal office of St. Johns Shipping Co., LLC is: 3505 SE 19<sup>th</sup> Avenue, Ft. Lauderdale, Florida 33316.
8. St. Johns Shipping Co., LLC has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under Sections 607.1301 through 607.1333 of the Florida Business Corporation Act.

**THIS SPACE LEFT BLANK INTENTIONALLY**

EXECUTED on the 15<sup>th</sup> day of June, 2012.


Signature on behalf of converting Florida profit corporation:

ST. JOHNS SHIPPING CO., INC., a Florida corporation

By:   
Augusto Maldonado, President

Signature on behalf of Florida limited liability company:

ST. JOHNS SHIPPING CO., LLC, a Florida limited liability company

By:   
Augusto Maldonado, Member

**ARTICLES OF ORGANIZATION**  
**FOR**  
**ST. JOHNS SHIPPING CO., LLC**

The undersigned person acting as an organizer of a limited liability company under the Florida Limited Liability Company Act adopts the following articles of organization for St. Johns Shipping Co., LLC:

1. **Name.** The name of the limited liability company is "**St. Johns Shipping Co., LLC**".
2. **Address.** The mailing address and street address of the principal office of the limited liability company is **3505 SE 19<sup>th</sup> Avenue, Ft. Lauderdale, Florida 33316**.
3. **Managing Members.** The name and address of each managing member of the limited liability company is as follows:

**Augusto Maldonado**  
**3505 SE 19<sup>th</sup> Avenue**  
**Ft. Lauderdale, Florida 33316**

**Valerie Maldonado**  
**3505 SE 19<sup>th</sup> Avenue**  
**Ft. Lauderdale, Florida 33316**

4. **Registered Agent.** The name of its registered agent, whose Consent to Appointment as Registered Agent is included with these articles, is **Paul R. Alfieri, P.L.** and the street address of the office is **5143 NW 42 Terrace, Coconut Creek, Florida 33073**.

Dated this 15<sup>th</sup> day of June, 2012.

  
\_\_\_\_\_  
**Augusto Maldonado, Member**

### CONSENT TO APPOINTMENT AS REGISTERED AGENT

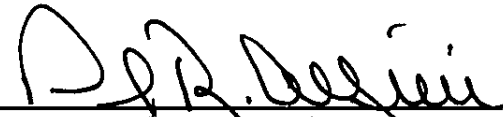
I, Paul R. Alfieri, Esq. the sole member of Paul R. Alfieri, P.L., accept appointment as registered agent of St. Johns Shipping Co., LLC, and further state that I am familiar with the duties of a registered agent.

Dated this 15<sup>th</sup> day of June, 2012.

Registered Agent:

Paul R. Alfieri, P.L.

By:

  
Paul R. Alfieri, Esq., Sole Member

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