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DIVISION OF CORPORATIONS
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D. BRUCE

JUN 25 2012

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: DC CONCESSIONS, 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:

MS. PATRICE M JOHNSTON
(Contact Person)

MDO PARTNERS
(Firm/Company)

175 SW 7th STREET, SUITE 1900
(Address)

MIAMI, FL 33130
(City, State and Zip Code)

pjohnston@mdopartners.com
E-mail address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

MS. PATRICE M. JOHNSTON at (305) 704-8452
(Name of Contact Person) (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

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**CERTIFICATE OF CONVERSION
OF
DC CONCESSIONS CORP.
INTO
DC CONCESSIONS, LLC**

This Certificate of Conversion and the attached Articles of Organization are submitted in order to convert DC CONCESSIONS CORP., a Florida corporation (the "Corporation"), into a Florida limited liability company in accordance with Section 608.439, Florida Statutes.

Section 1. The name of Corporation immediately prior to the filing of this Certificate of Conversion is DC CONCESSIONS CORP.

Section 2. DC CONCESSIONS CORP. is a corporation first incorporated under the laws of the State of Florida on December 7, 2011. *P11000104475*

Section 3. The jurisdiction of the Corporation has not changed and will remain the State of Florida.

Section 4. The name of the Florida limited liability company into which the Corporation will be converted, as set forth in the attached Articles of Organization, is DC CONCESSIONS, LLC.

Section 5. The effective date of the conversion is the date of filing of this certificate with the Florida Department of State.

Section 6. The conversion contemplated hereunder is permitted by applicable law(s) governing the Corporation, and it complies with such law(s) and the requirements of Section 608.439, Florida Statutes.

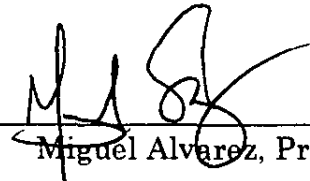
Section 7. DC CONCESSIONS CORP. currently exists on the official records of the State of Florida.

[signature page follows]

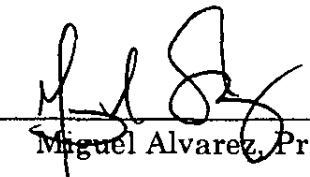
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IN WITNESS WHEREOF, the undersigned have caused the execution of the foregoing Certificate of Conversion this 20 day of June, 2012.

DC CONCESSIONS, LLC

By: 
Miguel Alvarez, President

DC CONCESSIONS CORP.

By: 
Miguel Alvarez, President

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**ARTICLES OF ORGANIZATION
OF
DC CONCESSIONS, LLC**

The undersigned, being the sole Member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I

NAME

The name of the limited liability company is DC CONCESSIONS, LLC (the "Company").

ARTICLE II

ADDRESS

The principal office of the Company is:

501 NW 37th Avenue
Miami, Florida 33125

The mailing address of the Company is:

501 NW 37th Avenue
Miami, Florida 33125

ARTICLE III

REGISTERED AGENT AND OFFICE

The Company designates 175 SW 7th Street, Suite 1900, Miami, Florida 33130, as the street address of the initial registered office of the Company and names MDO Corporate Services LLC, a Florida limited liability company, as the Company's initial registered agent at that address to accept service of process within this state.

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ARTICLE IV

DURATION AND CONTINUATION

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, or (ii) by the written agreement of a majority of ownership interest.

ARTICLE V

MANAGEMENT

The Company shall be conducted, carried on, and managed by at least one (1) Manager and is, therefore, a manager-managed Company. The Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company, if applicable. The Manager(s) shall serve in such capacity until his or her successor(s) are duly elected and qualified.

ARTICLE VI

MANAGERS

The name and address of the initial Managers of the Company are:

Miguel Alvarez
501 NW 37th Avenue
Miami, Florida 33125

Miguel G. Alvarez
501 NW 37th Avenue
Miami, Florida 33125

ARTICLE VII

PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida including activities within the United States and abroad.

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ARTICLE VIII

MEMBERS

The name and address of the Sole Member of the Company is:

Mialba Enterprises, Inc.
501 NW 37th Avenue
Miami, Florida 33125

ARTICLE IX

ADDITIONAL MEMBERS

Additional Members may be admitted upon the written consent of the majority ownership interest, and upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company, if applicable.

ARTICLE X

OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company in the manner set forth in the Operating Agreement of the Company, if any.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 20 day of June, 2012.

SOLE MEMBER:

MIALBA ENTERPRISES, INC., a
Florida corporation

By: _____

Miguel Alvarez, President

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ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for DC CONCESSIONS, LLC to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 20th day of June, 2012.

MDO CORPORATE SERVICES LLC, a
Florida limited liability company

By: _____

Richard Montes de Oca
Manager

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