

#L120000853/4

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

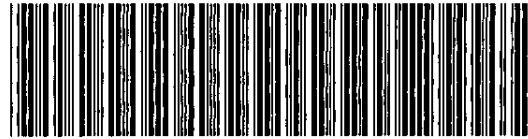
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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06/25/12--01056--024 \*\*185.00

FILED  
12 JUN 25 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

K. SALY  
EXAMINER  
JUN 28 2012

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** ARISTA USA, 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:

LAURA KOHN

(Contact Person)

ARAZOZA & FERNANDEZ-FRAGA P.A.

(Firm/Company)

2100 SALZEDO STREET, SUITE 300

(Address)

CORAL GABLES, FL 33134

(City, State and Zip Code)

LAURA@ARAZOZA.COM

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

For further information concerning this matter, please call:

LAURA KOHN at ( 305 ) 444-6226 X 233  
(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

**Certificate of Conversion**  
For  
**"Other Business Entity"**  
Into  
**Florida Limited Liability Company**

FILED  
12 JUN 25 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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:

ARISTA USA, LLC      #M10000002181  
(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a LIMITED LIABILITY COMPANY.  
(Enter entity type. Example: corporation, limited partnership,  
general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of the STATE OF DELAWARE  
(Enter state, or if a non-U.S. entity, the name of the country)

on 04/30/2010.  
(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:

N/A

4. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:

ARISTA USA, LLC.  
(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: DATE OF FILING.  
(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.

Signed this 21st day of June 20 12.

**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: ALVARO MIGUEL 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: ALVARO MIGUEL Title: AUTHORIZED PERSON

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)  |

ARTICLES OF ORGANIZATION

OF

ARISTA USA, LLC.

FILED  
12 JUN 25 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned members to these Articles of Organization hereby associate themselves together to form a Limited Liability Company under the laws of the State of Florida.

ARTICLE I  
NAME

The name of this Limited Liability Company is: ARISTA USA, LLC.

ARTICLE II  
GENERAL NATURE OF BUSINESS

The Limited Liability Company may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III  
TERM OF EXISTENCE

This Limited Liability Company is to exist perpetually. The Limited Liability Company's business will continue without regard to the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company.

ARTICLE IV

The principal office and mailing address of this Limited Liability Company in the State of Florida is el 5600 COLLINS AVENUE, APT. #10H, MIAMI BEACH FL 33140. The Board of Managers may from time to time move the principal office to another address in Florida.

ARTICLE V  
REGISTERED OFFICE, REGISTERED AGENT

That ARISTA USA, LLC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization at the County of Miami-Dade, State of Florida, hereby designates ARAZOZA & FERNANDEZ-FRAGA P.A., as its Registered Agent, to accept services within the State. The registered office of the corporation shall be 2100 SALZEDO STREET, SUITE 300, CORAL GABLES, FL 33134.

ARTICLE VI  
MANAGEMENT

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager - managed company. The initial Managers shall be:

ALVARO MIGUEL of  
5600 COLLINS AVENUE, APT. #10H, MIAMI BEACH FL 33140

ENRIQUE ASTIER of  
C/. PORTUETXE #24, SAN SEBASTIAN 20018 SPAIN

JUAN MARCOS MAGANA of  
5600 COLLINS AVENUE, APT. #10H, MIAMI BEACH FL 33140

WITNESS the hand and seal of the Manager in Coral Gables, Florida, the 21<sup>st</sup> day of June, 2012.

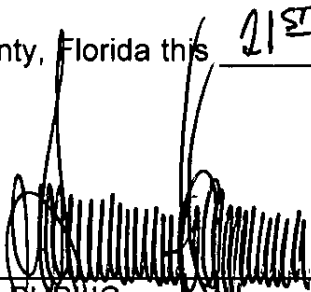
  
\_\_\_\_\_  
Alvaro Miguel

STATE OF FLORIDA                     )  
  ) ss:  
COUNTY OF MIAMI-DADE         )

PERSONALLY appeared before me, Alvaro Miguel, who is personally known to me or presented his FLORIDA DRIVER'S LICENSE as identification, who being by me first duly sworn, acknowledges that he signed the same for the purposes therein expressed.

WITNESS my hand and seal at Miami-Dade County, Florida this 21<sup>st</sup> day of June, 2012.



  
\_\_\_\_\_  
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

My commission expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida statutes, the following is submitted:

FIRST: That ARISTA USA, LLC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the County of Miami-Dade, State of Florida, has named Arazoza & Fernandez-Fraga P.A. as its Agent, of 2100 Salzedo Street, Suite 300, Coral Gables, FL 33134, to accept service of process within Florida.

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

The Registered Agent

Arazoza & Fernandez-Fraga P.A

By: 

Carlos F. Arazoza

Director

Date: June 20<sup>th</sup>, 2012