

L12000122250

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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☐ MAIL

(Business Entity Name)

(Document Number)

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

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12 SEP 24 AM 9:38

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12 SEP 24 AM 9:43  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

J. BRYAN

SEP 25 2012

EXAMINER

CORPDIRECT AGENTS, INC. (formerly CCRS)  
515 EAST PARK AVENUE  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

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2012 SEP 24 AM 9:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CONTACT: Kim Weidenbach

DATE: 09/24/12

REF. #: 000150.173253

CORP. NAME: MIRACLE PACIFIC OVERSEAS LTD. converting into: MIRACLE PACIFIC OVERSEAS, LLC

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION                   | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT                               | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION                       | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT                               | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION                 |   |  |
| <input checked="" type="checkbox"/> OTHER: CERTIFICATE OF CONVERSION |   |  |

STATE FEES PREPAID WITH CHECK# 10115 FOR \$ 180.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- |  |   |   |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS     |   |   |

Examiner's Initials

FILED  
2007 SEP 24 AM 9:43  
TALLAHASSEE, FLORIDA  
CLERK OF THE COURT

**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:  
MIRACLE PACIFIC OVERSEAS LTD.

(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 British Virgin Islands  
(Enter state, or if a non-U.S. entity, the name of the country)

on March 15, 2007.  
(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:

MIRACLE PACIFIC OVERSEAS, LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: \_\_\_\_\_.  
(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 28<sup>th</sup> day of August 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: [Signature]  
Printed Name: SABY BEHAR 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: [Signature]  
Printed Name: SABY BEHAR Title: DIRECTOR

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)

Page 2 of 2

FILED  
2012 SEP 24 AM 9:43  
TALLAHASSEE, FLORIDA  
CLERK OF THE CIRCUIT COURT

ARTICLES OF ORGANIZATION  
OF  
MIRACLE PACIFIC OVERSEAS, LLC

FILED  
2012 SEP 24 AM 9:43  
TALLAHASSEE, FLORIDA  
CLERK OF THE CIRCUIT COURT

ARTICLE I - Name

The name of the limited liability company is MIRACLE PACIFIC OVERSEAS, LLC (the "Company").

ARTICLE II - Address

The mailing address and street address of the principal office of the Company is 1911 N.E. 118th Rd., North Miami, FL 33181.

ARTICLE III- Management

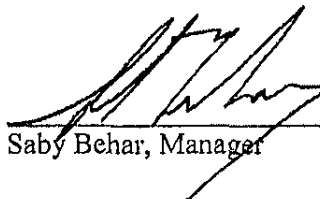
The Company shall be managed by its managers, as set forth in the Company's Operating Agreement, and is therefore a manager-managed company. The initial manager is Saby Behar.

ARTICLE IV - Registered Agent and Office

The street address of the Company's initial registered agent and office is 1911 NE 118<sup>th</sup> Rd., North Miami, FL 33181, and the name of its initial registered agent at such office is Saby Behar.

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.

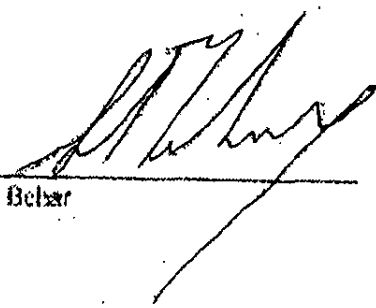
Dated this 28<sup>th</sup> day of August, 2012.

  
\_\_\_\_\_  
Saby Behar, Manager

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named as Registered Agent and to accept service of process for Miracle Pacific Overseas, LLC, at the place designated in these Articles of Organization, hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Florida Statutes Chapter 608.

Dated this 25<sup>th</sup> day of August, 2012.

  
\_\_\_\_\_  
Soby Belar

**FILED**

2012 SEP 24 AM 9:43

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA