

L13000012375

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

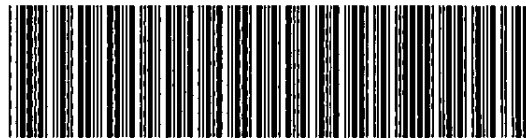
(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only

EFFECTIVE DATE 01/02/13



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01/02/13--01020--011 \*\*150.00

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2013 JAN -2 PM12:29  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

JAN 24 2013

D. BRUCE

L13000000913



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 4, 2013

JAMES R.C. DICKEY, ESQ.  
ONE BISCAYNE TOWER, 30TH FLOOR  
2 SOUTH BISCAYNE BLVD  
MIAMI, FL 33131

SUBJECT: ROCCHIO TUNNEL MARKETPLACE ENTERPRISES, LLC  
Ref. Number: W13000000913

We have received your document for ROCCHIO TUNNEL MARKETPLACE ENTERPRISES, 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.

The effective date cannot be prior to 01/02/13, the date received by this office.,

Please return 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.

Deborah Bruce  
Regulatory Specialist II

Letter Number: 913A00000325

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TALLAHASSEE FLORIDA

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LAW OFFICES  
**JAMES R. C. DICKEY**  
11604 WHITETAIL LN.  
ELLICOTT CITY, MD 21042  
TELEPHONE (954) 319-4513

January 17, 2013

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Rocchio Tunnell Marketplace Enterprises, LLC

Ladies/Gentlemen:

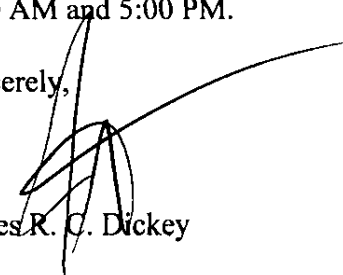
I filed the Certificate of Conversion for the captioned entity with an effective date of 1/1/2013.

The filing was rejected as, apparently, the filing was actually received by the Department on 1/2/2013. See reference Number W13000000913.

I attach the relevant filing amended to reflect an effective date of 1/2/2013.

Should you have any questions, you may reach me at the above numbers Monday-Friday between 9:00 AM and 5:00 PM.

Sincerely,

  
James R. C. Dickey

**FILED**  
2013 JAN -2 PM 12:29  
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TALLAHASSEE FLORIDA

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** ROCCHIO TUNNEL MARKETPLACE ENTERPRISES, 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:

James R. C. Dickey, Esq

(Contact Person)

Feldman Gale, PA

(Firm/Company)

One Biscayne Tower, 30th Floor 2 South Biscayne Blvd.

(Address)

Miami, FL 33131

(City, State and Zip Code)

jdickey@feldmangale.com

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

For further information concerning this matter, please call:

James R. C. Dickey, Esq.

at

954

319-4513

(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

EFFECTIVE DATE 01/02/13

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TALLAHASSEE FLORIDA

**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: ROCCHIO TUNNEL MARKETPLACE ENTERPRISES, INC.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a CORPORATION P10000060758  
(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 07/23/2010  
(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:

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

ROCCHIO TUNNEL MARKETPLACE ENTERPRISES, LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: 01/02/2013  
(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.

EFFECTIVE DATE 01/02/13

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TALLAHASSEE FLORIDA

Signed this 27TH day of DECEMBER 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: JAMES R. C. DICKEY, ESQ. Title: ATTORNEY-IN-FACT

**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: JAMES R. C. DICKEY, ESQ. Title: ATTORNEY-IN-FACT

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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SECRETARY OF STATE  
TALLAHASSEE FL 32399

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## ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

### ARTICLE I - Name:

The name of the Limited Liability Company is:

ROCCHIO TUNNEL MARKETPLACE ENTERPRISES, 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:

620 SOUTH FEDERAL HIGHWAY

FORT LAUDERDALE, FL 33316

#### Mailing Address:

620 SOUTH FEDERAL HIGHWAY

FORT LAUDERDALE, FL 33316

### 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:

JAMES R. C. DICKEY, ESQ.

Name

One Biscayne Tower, 30th Floor 2 South Biscayne Blvd.

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

MIAMI FL 33131

City, State, and Zip

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TALLAHASSEE FLORIDA

*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)

**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

MGRM \_\_\_\_\_

GIOVANNI ROCCHIO

620 SOUTH FEDERAL HIGHWAY

FORT LAUDERDALE, FL 33316

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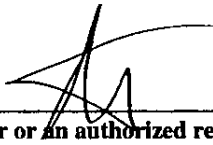
\_\_\_\_\_

(Use attachment if necessary)

**ARTICLE V:** Effective date, if other than the date of filing: 01/02/2013  
(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.)

JAMES R. C. DICKEY, ESQ.

ATTORNEY-IN-FACT

Typed or printed name of signee

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TALLAHASSEE, FLORIDA