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(Requestor's Name)

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(City/State/Zip/Phone #)

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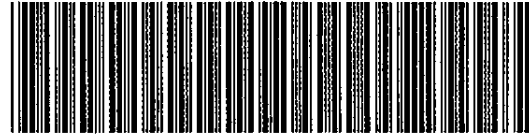
(Business Entity Name)

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TALLAHASSEE, FLORIDA

FEB 14 2013

J. BRYAN

**Aballi
Milne
Kalil, P.A.**
Counsellors at Law

February 12, 2013

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Via FedEx

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TALLAHASSEE, FLORIDA

RE: NELLETTE HOLDINGS LLC

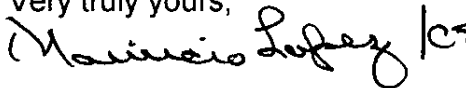
Dear Sir or Madam:

Enclosed please find a Certificate of Conversion, Articles of Organization, and a check in the amount of \$185.00 to cover the filing fees, certified copy and certificate of status, to convert NELLETTE HOLDINGS LIMITED. (an "Other Business Entity") into NELLETTE HOLDINGS LLC (a "Florida Limited Liability Company") in accordance with s. 608.439, F.S. Please send all correspondences concerning this matter to the below listed persons:

Aballi Milne Kalil PA
Attn: Mauricio Lopez
1 SE 3rd Ave.
Suite 2250
Miami, FL 33131
(305) 373-6600
mlopez@aballi.com

Please do not hesitate to contact me with any questions or concerns.

Very truly yours,



Mauricio Lopez

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

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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: NELLETT HOLDINGS LIMITED.

2. The "Other Business Entity" is an International Business Company first organized, formed or incorporated under the laws of the British Virgin Islands on June 9, 1995.

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: The jurisdiction has not changed.

4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization shall be: NELLETT HOLDINGS LLC.

5. The conversion shall be effective on the date of filing.

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 7th day of February, 2013.

The following individuals signing affirm 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.

NELLETT HOLDINGS LIMITED

By: 
Name: Mauricio Lopez
Title: Authorized Signatory/Attorney

NELLETT HOLDINGS LLC

By: 
Name: Mauricio Lopez
Title: Authorized Signatory/Attorney

**ARTICLES OF ORGANIZATION
OF
NELLETTE HOLDINGS LLC
a Florida Limited Liability Company**

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TALLAHASSEE, FLORIDA

THE UNDERSIGNED, an authorized representative for the purpose of organizing a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes hereby adopts the following Articles of Organization.

ARTICLE I

NAME

The name of the limited liability company (the "Company") shall be **NELLETTE HOLDINGS LLC**.

ARTICLE II

PURPOSE

The purpose is to engage in all lawful activity.

ARTICLE III

MANAGEMENT

The Company shall be a member-managed company. The name and address of the manager is:

FRANCISCO CALDERON
One SE Third Ave., Ste. 2250
Miami, FL 33131

ARTICLE IV

PLACE OF BUSINESS IN THE STATE

The mailing address and street address of the principal office of the company in the State of Florida shall be:

One S.E. Third Avenue
Suite 2250
Miami, FL 33131

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TALLAHASSEE, FLORIDA

ARTICLE V

**INITIAL REGISTERED OFFICE AND
REGISTERED AGENT**

The name and address of the initial registered agent and the initial registered office of the company is:

AMKE REGISTERED AGENTS, L.L.C.
One S.E. Third Avenue
Suite 2250
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned authorized representative has executed these Articles of Organization this 7th day of February, 2013.

AMKE Registered Agents, L.L.C.

By: 

Name: Arturo J. Aballi
Manager

CERTIFICATE OF REGISTERED AGENT

OF

NELLETT HOLDINGS LLC

a Florida Limited Liability Company

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TALLAHASSEE, FLORIDA

Pursuant to Chapter 608 of the Florida Statutes, the following is submitted, in compliance with said Act:

That **NELLETT HOLDINGS 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 City of Miami, County of Dade, State of Florida, has named **AMKE REGISTERED AGENTS, L.L.C.** of One Southeast Third Avenue, Suite 2250, Miami, Florida 33131, as its agent to accept service of process with this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this 7th day of February, 2013.

AMKE REGISTERED AGENTS, L.L.C.

By: 

Name: Arturo J. Aballi
Manager