

L13000063691

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

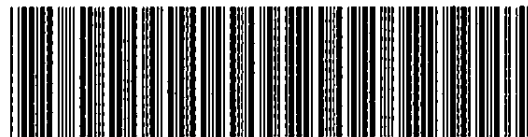
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FILED
APR 30 2013
TALLAHASSEE, FLORIDA
2013 APR 30 PM 1:55
TO: SECRETARY OF STATE
OFFICE OF FILING

FILED
13 APR 30 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195
REFERENCE : 630212 4141A
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 150,000

ORDER DATE : April 30, 2013
ORDER TIME : 12:26 PM
ORDER NO. : 630212-010
CUSTOMER NO: 4141A

FILED
13 APR 30 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: BLUE WAVE COMMUNICATIONS, INC.

EFFECTIVE DATE:

XX___ CERTIFICATE OF CONVERSION
XX___ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX___ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 52956

EXAMINER'S INITIALS: _____

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

FILED
13 APR 30 AM 11:27
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:

Blue Wave Communications, Inc.

(Enter Name of Other Business Entity)

P04000124838

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 Florida

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

on August 30, 2004

(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**:

Blue Wave Communications, LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: upon 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 4 day of April 20 13.

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: /s/ ALBERTO DOSAL
Printed Name: Alberto Dosal Title: CEO

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: Alberto Dosal Title: CEO

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
FOR
BLUE WAVE COMMUNICATIONS, LLC**

(A Florida Limited Liability Company)

The undersigned, for the purpose of forming a limited liability company under the laws of the State of Florida, pursuant to the Florida Limited Liability Company Act (the "Act"), hereby adopts the following Articles of Organization:

ARTICLE I

Name

The name of the Limited Liability Company is Blue Wave Communications, LLC (the "Company").

ARTICLE II

Duration

These Articles of Organization are being filed in connection with the Certificate of Conversion of Blue Wave Communications, Inc., a Florida Corporation, which was originally organized under Florida law on August 30, 2004. Pursuant to Florida Statute Section 608.439, and pursuant to these Articles of Organization and the Certificate of Conversion, Blue Wave Communications, Inc., a Florida corporation, has been converted on the date hereof into a Florida limited liability company under the name Blue Wave Communications, LLC (the "Conversion"). The duration of the Company shall be perpetual.

ARTICLE III

Nature of Business

The Company is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Address

The initial principal office address of the Company is 2898 NW 79th Ave., Doral, Florida 33122.

The initial mailing address of the Company is 2898 NW 79th Ave., Doral, Florida 33122.

ARTICLE V

Initial Registered Agent and Registered Office

The street address of the initial registered office of the Company is 703 Waterford Way, Suite 220, Miami, Florida 33126, and the name of the initial registered agent of the Company at that address is Eric Dosal.

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TALLAHASSEE, FLORIDA

ARTICLE VI

Management

The Company shall be manager-managed in accordance with the Operating Agreement of the Company. The initial managers of the Company, and their addresses, are:

Alberto Dosal
703 Waterford Way, Suite 220
Miami, Florida 33126

Brian Dosal
703 Waterford Way, Suite 220
Miami, Florida 33126

Eric Dosal
703 Waterford Way, Suite 220
Miami, Florida 33126

Lourdes Dosal
703 Waterford Way, Suite 220
Miami, Florida 33126

ARTICLE VII

Membership Certificates

Each Member's interest in the Company may be evidenced by a membership participation or unit certificate. No Member of the Company may transfer, sell or assign its membership interest in the Company to any other person except as provided for in the Company's Operating Agreement.

ARTICLE VIII

Indemnification

The Company shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was manager, member, managing member or officer of the Company, or is or was serving at the request of the Company as a manager, member, director, officer, trustee, employee or agent of or in any other capacity with another company, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding.

Expenses (including attorney's fees) incurred by any member, manager, managing member or officer in defending any civil, criminal, administrative or investigative proceeding shall be paid by the Company in advance of the final disposition of such proceeding upon receipt of an undertaking (secured or unsecured as may be determined by the Company) by or on behalf of such member, manager or officer to repay such amount if it shall ultimately be determined that such member, manager or officer is not entitled to be indemnified by the Company as

authorized in this Article. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Company deems appropriate.

Notwithstanding the foregoing, indemnification or advancement of expenses shall not be made to or on behalf of any member, manager, managing member, officer, employee, or agent if a judgment or other final adjudication establishes that the actions, or omissions to act, of such member, manager, managing member, officer, employee, or agent were material to the cause of action so adjudicated and constitute any of the following:

(a) A violation of criminal law, unless the member, manager, managing member, officer, employee, or agent had no reasonable cause to believe such conduct was unlawful.

(b) A transaction from which the member, manager, managing member, officer, employee, or agent derived an improper personal benefit.

(c) In the case of a manager or managing member, a circumstance under which the liability provisions of section 608.426 of the Florida Statutes are applicable.

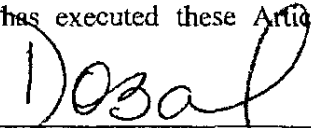
(d) Willful misconduct or a conscious disregard for the best interests of the company in a proceeding by or in the right of the company to procure a judgment in its favor or in a proceeding by or in the right of a member.

The indemnification provided by this Article shall continue as to an indemnified person who has ceased to be a member, manager, managing member, officer, employee, or agent and shall inure to the benefit of the estate, heirs, personal representatives, beneficiaries, executors and administrators of such person. All rights to indemnification and advances under this Article shall be deemed to be a contract between the Company and each indemnified person at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Florida Limited Liability Company Act or any other applicable laws shall not in any way diminish the rights to indemnification of such indemnified person or the obligations of the Company arising hereunder for claims relating to matters occurring prior to the repeal or modification.

ARTICLE IX Amendment

The Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the Members is subject to this reservation.

4 IN WITNESS WHEREOF the undersigned has executed these Articles as of the day of April, 2013.

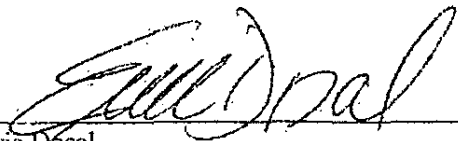


Alberto Dosal, Authorized Representative

(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.)

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept the service of process for the above-stated limited liability company at the place designated in these Articles, Eric Dosal hereby accepts the appointment as registered agent and agrees to act in this capacity. Eric Dosal further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and Eric Dosal is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 608, F.S.


Eric Dosal

Dated: April 4, 2013.