

L13000081646

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

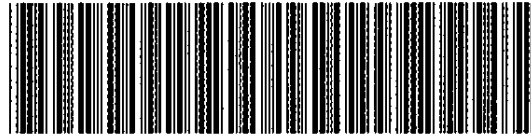
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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13 JUN -5 AM 10:46

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13 JUN -5 AM 8:51

NOTARY PUBLIC
JULIA A. LEE, ESQ.
TALLAHASSEE, FLORIDA

NOTARY PUBLIC
JULIA A. LEE, ESQ.
TALLAHASSEE, FLORIDA

C. LEWIS

JUN 6 - 2013

EXAMINER

Charter Number Only

8-4-13

VALIDATION ONLY

Requestor's Name Martinez-Marguez (PA PA
 Address 6303 Blue Lagoon DR #200
Miami, FL 33126
 City State ZIP Phone

CORPORATION(S) NAME

Andean Sun Produce, LLC

- | | | |
|--|--|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input checked="" type="checkbox"/> Other LLC CONVERSION |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | <input type="checkbox"/> After 4:30 | <input type="checkbox"/> Mail Out |

Name
Availability
Document
Examiner
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Verifier
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W.P. Verifier



Empire Toll Free: 1-800-432-3028

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: ANDEAN SUN PRODUCE, 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:

JORGE L MARTINEZ, CPA

(Contact Person)

MARTINEZ-MARQUEZ, CPA, PA

(Firm/Company)

6303 BLUE LAGOON DR, STE 200

(Address)

MIAMI, FL 33126

(City, State and Zip Code)

jorge@mgccpa.net

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

For further information concerning this matter, please call:

JORGE L MARTINEZ, CPA at (305) 274-2626

(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
13 JUN -5 AM 8:51
CLERK 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:

ANDEAN SUN PRODUCE, INC

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a **CORPORATION**

PO3 000098502

(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 **09/03/2003**

(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**:

ANDEAN SUN PRODUCE, 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 31 day of MAY 2013.

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: FRANK TELGE

Title: MANAGING MEMBER

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: ESTUARDO MASIAS MARROU

Title: P

Signature: _____

Printed Name: ESTUARDO MASIAS MALAGA

Title: VP

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)

FILED
13 JUN -5 AM 8:51
CLERK OF STATE
TALLAHASSEE, FLORIDA

Martinez-Marquez, CPA, PA.
6303 Blue Lagoon Drive, Suite 200
Miami, FL 33126

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13 JUN -5 AM 8:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name

The name of the Limited Liability Company is:

ANDEAN SUN PRODUCE, LLC

ARTICLE II - Address

The mailing address and the street address of the principal office of the Limited Liability Company is:

10544 NW 26 ST, E204
Miami, FL 33172

ARTICLE III - Registered Agent, Registered Office, & Registered Agents' Signature

The name and the Florida street address of the registered agent are:

Frank Telge
10544 NW 26 St, E204
Miami, FL 33172

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

ARTICLE IV - Managers or Managing Members

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13 JUN -5 AM 8:51

Title:

Name and Address:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MGRM

Frank Telge
10544 NW 26 St, E204
Miami, FL 33172

MGRM

Diamond Bridge Services Limited (BVI)
10544 NW 26 St, E204
Miami, FL 33172

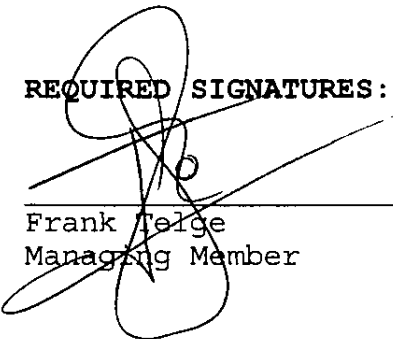
ARTICLE V - Percentage Participation of Members

The Percentage participation of the members shall be as follows:

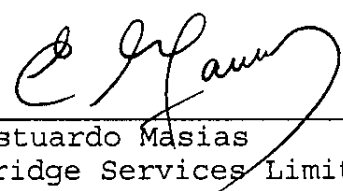
Frank Telge 25%

Diamond Bridge Services Limited (BVI) 75%

REQUIRED SIGNATURES:



Frank Telge
Managing Member



Estuardo Masias
Diamond Bridge Services Limited (BVI)

(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.)