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(Business Entity Name)

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TALLAHASSEE, FLORIDA

AUG - 6 2013

J. BRYAN



Avila Rodriguez Hernandez  
Mena & Ferri LLP

Ana M. Sanz, Paralegal  
Direct: (786) 594 4102  
Email: [asanz@arhmf.com](mailto:asanz@arhmf.com)

**VIA FEDERAL EXPRESS**

August 1, 2013

Florida Department of State  
Registration Section  
Division of Corporations  
2661 Executive Center Circle  
Tallahassee, FL 32301

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TALLAHASSEE, FLORIDA

RE: *Certificate of Conversion and Articles of Organization*  
DISA America LLC (the "Company")

Dear Sir/Madam:


Enclosed please find Certificate of Conversion and Articles of Organization to be filed for the subject Company. Please provide our office with a Certified Copy of the filed documents.

Also enclosed is our check in the sum of \$180.00 representing the filing fees and certified copy fees. Kindly forward the certified copies to my attention in the enclosed Federal Express envelope.

Should you have any questions, please do not hesitate to contact me.

Yours very truly,

**AVILA RODRIGUEZ HERNANDEZ  
MENA & FERRI LLP**

  
Ana M. Sanz, Paralegal

/ams  
Enclosures

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** DISA AMERICA 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:

ANA SANZ

(Contact Person)

AVILA RODRIGUEZ

(Firm/Company)

2525 PONCE DE LEON BLVD, SUITE 1225

(Address)

CORAL GABLES, FLORIDA 33134

(City, State and Zip Code)

asanz@arhmf.com

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

For further information concerning this matter, please call:

Ana Sanz at ( 786 ) 594-4102

(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

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

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TALLAHASSEE  
FLORIDA  
SECRETARY OF STATE

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:

**DISA AMERICA LLC**

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a **LIMITED LIABILITY COMPANY**

(Enter entity type. Example: corporation, limited partnership,  
general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of **OREGON**

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

on **MAY 19, 2011**

(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**:

**DISA AMERICA 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<sup>st</sup> day of JULY 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: Alcidés Avila Title: Authorized Representative

**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: Alcidés Avila Title: Authorized Representative

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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**ARTICLES OF ORGANIZATION  
OF  
DISA AMERICA LLC**

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I  
NAME**

The name of the limited liability company is DISA AMERICA LLC (the "Company").

**ARTICLE II  
ADDRESS**

The principal office address of the Company is:

175 SW 7 Street, Suite 1522  
Miami, FL 33130

The mailing address of the Company is:

175 SW 7 Street, Suite 1522  
Miami, FL 33130

**ARTICLE III  
REGISTERED AGENT AND OFFICE**

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

Interamerican Corporate Services LLC  
2525 Ponce De Leon Blvd.  
Suite 1225  
Coral Gables, Florida 33134

**ARTICLE IV  
OPERATING AGREEMENT**

The power to adopt, alter, amend, or repeal an operating agreement for the Company shall be vested in the Members of the Company.

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**ARTICLE V**  
**MANAGEMENT**

The Company shall be conducted, carried on, and managed by at least one (1) Manager. The Manager shall also have the rights and responsibilities described in the Operating Agreement of the Company, if applicable. The Manager shall serve in such capacity until their successor(s) are duly elected and qualified.

The name and address of the initial Manager is as follows:

<u>Title:</u>	<u>Name and Address:</u>
Manager	Sergio Moar 175 SW 7 Street, Suite 1522 Miami, FL 33130

**ARTICLE VI**  
**DURATION AND CONTINUATION**

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, if applicable or (ii) by the written agreement of a majority of ownership interest if the Company.

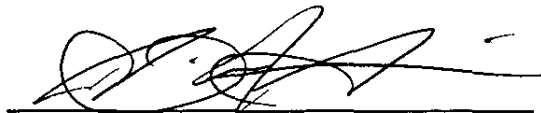
**ARTICLE VII**  
**PURPOSE**

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE VIII**  
**ADDITIONAL MEMBERS**

Additional Members may be admitted upon the approval of a majority of the ownership interest of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company, if applicable.

IN WITNESS WHEREOF, the undersigned hereby executes these Articles of Organization as of the 31<sup>st</sup> day of July, 2013.



Alcides I. Avila  
Duly Authorized Representative of a Member

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## ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for DISA AMERICA LLC to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledge that the undersigned is familiar with, and accepts, the obligations of such position on this 31<sup>st</sup> day of July, 2013.

INTERAMERICAN CORPORATE SERVICES LLC

By:   
Alcides I. Avila, Manager

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