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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

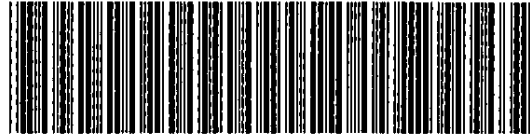
(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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AND  
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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 12, 2014

HARRIS SHAIN  
1001 BRICKELL BAY DRIVE, SUITE 1812  
MIAMI, FL 33131

SUBJECT: NERO PARTNERS, LLC  
Ref. Number: M12000004787

We have received your document for NERO PARTNERS, 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):

Sections 607.1113, 605.0203, 620.2104, and 620.8914, F.S., require the certificate of conversion to be signed by the converting entity as required by applicable law. If the converting entity is a corporation, the certificate of conversion must be signed by a chairman, vice chairman, officer, director, or an incorporator. If the converting entity is a limited liability company, the certificate of conversion must be signed by an authorized representative. If the converting entity is a general partnership or limited liability partnership, the certificate of conversion must be signed by a general partner. If the converting entity is a limited partnership or limited liability limited partnership, the certificate of conversion must be signed by all of the general partners. If the converting entity is another type of business entity, an authorized person must sign the certificate of conversion.

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.

Tammi Cline  
Regulatory Specialist II

Letter Number: 814A00010056

SECTION OF STATE  
RECEIVED  
TALLAHASSEE, FLORIDA

14 MAY 20 3:11:27

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April 28, 2014

VIA FEDERAL EXPRESS

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Conversion of Nero Partners, LLC

To Whom It May Concern,

In connection with the above referenced matter, enclosed herewith please find the following items:

1. A Cover Letter;
2. Articles of Conversion for "Other Business Entity" into Florida Limited Liability Company;
3. Articles of Organization for Nero Partners, LLC; and
4. A Check for One Hundred and Fifty Dollars (\$150.00).

Please contact us at 305-400-7995 if you have any questions or require any additional documentation.

Sincerely,

Harris J. Shain, Esq.

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CORPORATIONS  
TALLAHASSEE, FLORIDA

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**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Nero Partners, LLC

(Name of Resulting Florida Limited Company)

The enclosed Articles 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. 605.1045, F.S.

Please return all correspondence concerning this matter to:

Harris J. Shain

(Contact Person)

Tenzer PLLC

(Firm/Company)

1001 Brickell Bay Drive, Suite 1812

(Address)

Miami, Florida 33131

(City, State and Zip Code)

hshain@tenzer.com

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

For further information concerning this matter, please call:

Harris J. Shain

at ( 305 ) 400-7995

(Name of Contact Person)

(Area Code)

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

The Articles 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.605.1045, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of the Articles of Conversion is:  
Nero Partners, 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 California

on 08/06/2012

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

(date of organization, formation or incorporation)

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

Nero Partners, LLC

(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: \_\_\_\_\_

(The effective date: 1) cannot be prior to date of receipt or filed date 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.)

5. The plan of conversion has been approved in accordance with ss. 605.1041-605.1046.

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FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

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Signed this 8th day of April 2014

**Signature of Authorized Representative of Limited Liability Company:**

Signature of Authorized Representative:   
Printed Name: Robert Netkin Title: Manager

**Signature(s) on behalf of Other Business Entity:** [See below for required signature(s).]

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

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:**

Articles 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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Signed this 20th day of May 2014

**Signature of Authorized Representative of Limited Liability Company:**

Signature of Authorized Representative: \_\_\_\_\_  
Printed Name: Robert Netken Title: Manager

**Signature(s) on behalf of Other Business Entity: (See below for required signature(s).)**

Signature: \_\_\_\_\_  
Printed Name: Robert Netken Title: Manager

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:**

Articles of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

SECTION 3-STATE  
RECORDS - FLORIDA

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AND  
FILED

**ARTICLES OF ORGANIZATION  
OF  
NERO PARTNERS, LLC**

Pursuant to Section 605.0201 of the Florida Statutes, the undersigned hereby files these Articles of Organization as follows:

**ARTICLE I – NAME**

The name of the Limited Liability Company is **Nero Partners, LLC**.

**ARTICLE II – ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is 1101-B Northwest 23<sup>rd</sup> Street, Miami, Florida 33127.

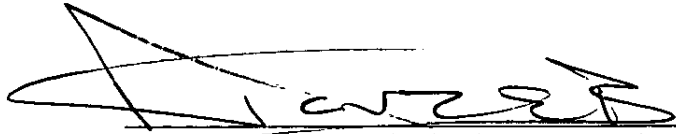
**ARTICLE III – INITIAL REGISTERED AGENT**

The street address of the initial Registered Office for this company in the State of Florida shall be 11380 Prosperity Farms Road #221E, Palm Beach Gardens, Florida 33410. The name of the initial Registered Agent of this Company at the above address shall be Corporate Creations Network, Inc.

**ARTICLE IV – DURATION**

The period of duration for the Limited Liability Company is indefinite.

IN WITNESS WHEREOF, the undersigned authorized representative has hereunto set his hand and seal this 8<sup>th</sup> day of April, 2014.

  
Ari-M. Tenzer, Authorized Representative

MGR      NAME: NETKIN, ROBERT  
                 1101 N.W. 23RD STREET  
                 MIAMI, FL 33127

SECTION OF STATE  
FLORIDA

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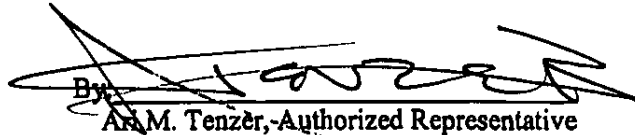
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**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

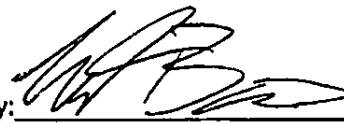
Pursuant to the provisions of Section 605.0113 of the Florida Statutes, the undersigned submits the following statement in designating the registered office/registered agent:

Nero Partners, LLC, desiring to organize as a limited liability company under the laws of the State of Florida has designated 11380 Prosperity Farms Road #221E, Palm Beach Gardens, Florida 33410, as the registered office and named Corporate Creations Network Inc. as the initial registered agent.

By:   
A.M. Tenzel, -Authorized Representative

Having been named Registered Agent for the above stated limited liability company, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent as provided for in Section 605.0113, Florida Statutes.

Corporate Creations Network Inc., a  
Florida Corporation

By:   
Name: Trent Bavaro  
Title: Vice President

SECRETARY OF STATE  
PALM BEACH GARDENS, FLORIDA

14 MAY 20 AM 11:27

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AND  
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