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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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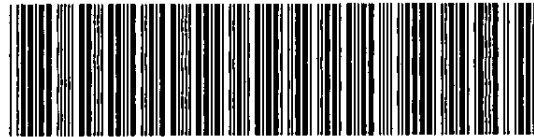
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Marzipan Holdings Litimited

Signature

Requested by: SETH

05/28/14

Name

Date

Time

Walk-In

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Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
✓ Art. of Amend. File Conversion _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
Cert. Copy _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____

Articles 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.605.1045, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is: MARZIPAN 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 May 29, 2002.

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

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

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

Signed this 27 day of May, 2014.

MARZIPAN HOLDINGS LIMITED

By: 
Name: Gustavo A. Oliveira
Title: Authorized Signatory/Attorney

MARZIPAN HOLDINGS LLC

By: 
Name: Gustavo A. Oliveira
Title: Authorized Signatory/Attorney

ARTICLES OF ORGANIZATION
OF
MARZIPAN HOLDINGS LLC
a Florida Limited Liability Company

ARTICLE I
NAME

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

ARTICLE II
ADDRESS

Principal Office Address:

c/o One S.E. 3rd Ave., Suite 2250
Miami, FL 33131

Mailing Address:

c/o One S.E. 3rd Ave., Suite 2250
Miami, FL 33131

ARTICLE III
REGISTERED AGENT, REGISTERED OFFICE
& REGISTERED AGENT'S SIGNATURE

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

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

Having been named as registered agent 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 605, F.S.

AMKE REGISTERED AGENTS, L.L.C.

By: 

Arturo J. Aballi
Manager

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TALLAHASSEE, FLORIDA

**ARTICLE IV
MANAGEMENT**

The name and address of each person authorized to manage and control the Limited Liability Company:

Manager

Sole Admin L.L.C.
1 SE 3rd Ave., Suite 2250
Miami, FL 33131

IN WITNESS WHEREOF, the undersigned authorized representative has executed these Articles of Organization this 27th day of May, 2014.

AMKE Registered Agents, L.L.C.

By: 

Name: Arturo J. Aballi
Manager

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TALLAHASSEE, FLORIDA