

L14000192999

214-77103

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

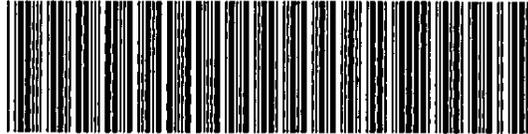
(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only



700266921227

700266921227  
12/16/14--01029--002 \*\*150.00

FILED  
14 DEC 16 AM 10:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. Shivers DEC 19 2014

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Ninja Lounge, Inc.

(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:

Robert A. Stok, Esq/

(Contact Person)

Stok Folk + Kon

(Firm/Company)

18851 NE 29th Avenue, Suite 1005

(Address)

Aventura, Florida 33180

(City, State and Zip Code)

service@stoklaw.com

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

For further information concerning this matter, please call:

Robert Stok at ( 305 ) 935-4440

(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

**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:  
Ninja Lounge, Inc.

(Enter Name of Other Business Entity)

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 09/15/2014  
(date of organization, formation or incorporation)

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

Ninja Lounge, 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 all applicable statutes.

FILED  
14 DEC 16 AM 10:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Signed this 15th day of December 2014.

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

Signature of Authorized Representative: [Signature]  
Printed Name: Malka Livingston Title: President

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

Signature: [Signature]  
Printed Name: Malka Livingston Title: President

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)

FILED  
14 DEC 16 AM 10:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I - Name:**

The name of the Limited Liability Company is:

Ninja Lounge, LLC

(Must end with the words "Limited Liability Company," "L.L.C.," or "LLC.")

**ARTICLE II - Address:**

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

**Principal Office Address:**

**Mailing Address:**

14401 NE 20th Lane  
North Miami Beach, FL 33181

18851 NE 29th Avenue  
Suite 1005  
Aventura, FL 33180

**ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:**

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

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

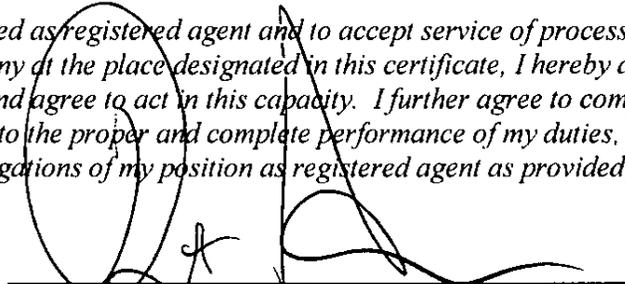
Robert A. Stok  
Name

18851 NE 29th Avenue, Suite 1005  
Florida street address (P.O. Box **NOT** acceptable)

Aventura, FL 33180  
City Zip

FILED  
14 DEC 16 AM 10:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*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 605, F.S..*

  
Registered Agent's Signature (REQUIRED)

(CONTINUED)

**ARTICLE IV-**

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

**Title:**

"AMBR" = Authorized Member

"MGR" = Manager

MGR

**Name and Address:**

Malka Livingston

14401 NE 20th Lane

North Miami Beach, FL 33181

AMBR

John Livingston

14401 NE 20th Lane

North Miami Beach, FL 33181

AMBR

Tamir Wershaw

14401 NE 20th Lane

North Miami Beach, FL 33181

AMBR

Yelena Doroshenko

14401 NE 20th Lane

North Miami Beach, FL 33181

(Use attachment if necessary)

**ARTICLE V:** Effective date, if other than the date of filing: \_\_\_\_\_ (OPTIONAL)  
(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

**ARTICLE VI:** Other provisions, if any.

FILED  
DEC 16 AM 10:13  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**REQUIRED SIGNATURE:**



Signature of a member or an authorized representative of a member.

(In accordance with section 605.0203 (1) (b), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Malka Livingston

Typed or printed name of signee

**Filing Fees:**

**\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent**

**\$ 30.00 Certified Copy (Optional)**

**\$ 5.00 Certificate of Status (Optional)**

Continuation of ARTICLES OF INCORPORATION FOR FLORIDA LIMITED LIABILITY COMPANY

Article IV –

<b>Title:</b>	<b>Name and Address:</b>
AMBR	Maris Safargaleev 14401 NE 20 <sup>th</sup> Lane North Miami Beach, FL 33181
AMBR	Rachel Rich 14401 NE 20 <sup>th</sup> Lane North Miami Beach, FL 33181
AMBR	Ohad Guzi 14401 NE 20 <sup>th</sup> Lane North Miami Beach, FL 33181