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(Re	equestor's Name)	.		
(Ad	dress)			
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PICK-UP	☐ WAIT	MAIL		
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(Document Number)				
Certified Copies	_ Certificates	of Status		
Special Instructions to	Filing Officer:			





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COVER LETTER

TO:	Registration S Division of C					
SUBJI	ECT: Foresig	htBay Brazil, LLC				
			of Resulting Florida L	imite	ed Company)	
					nd fees are submitted to convert an "Otle coordance with s. 605.1045, F.S.	her
Please	return all corre	espondence concernin	g this matter to:			
Williar	m E. Shoema	ker				
		(Contact Person)				
Fores	ight Business	Centers, Inc.				
		(Firm/Company)			•	
1000	West McNab	Road, Suite 320				
		(Address)				
Pomp	ano Beach, F	lorida 33069				
	((City, State and Zip Code)				
wesho	emaker@for	esightbay.com				
E-m	ail Address: (to b	e used for future annual re	port notifications)			
For fur	ther information	on concerning this ma	tter, please call:			
Willian	n E. Shoema	ker	_at (<u>954</u>)	788-	-3005	
	(Name of Conta	ct Person)	(Area Code)	(Day	rtime Telephone Number)	
Enclos	ed is a check f	or the following amou	nt:			
(\$25 for & \$125	0.00 Filing Fees Conversion for Articles nization)	□\$155.00 Filing Fees and Certificate of Status	□\$180.00 Filing Fe and Certified Copy	ees	☐\$185.00 Filing Fees, Certified Copy, and Certificate of Status	
STREET ADDRESS:		MAILING ADDRESS:				
Registration Section Division of Corporations		Registration Section Division of Corporations				
Clifton Building		P. O. Box 6327				
2661 Executive Center Circle		Tallahass	Tallahassee, FL 32314			

Tallahassee, FL 32301

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 ForesightBay Holdings, Inc.
- 2. The "Other Business Entity" is a corporation first organized, formed, or incorporated under the laws of the State of Florida on March 12, 2014 (P14000024815).
- 3. The name of the Florida Limited Liability Company, as set forth in the attached **Articles of Organization** is ForesightBay Brazil, LLC.
- 4. The effective date of the conversion is April 21, 2015.

Signed this 21st day of April, 2015.

Signature of Authorized Representative of Limited Liability Company.

Signature of Authorized Representative:

Name: Teodoro Bohn Candido da Silva Fitle: Managing Member

Signature of Authorized Representative of Other Business Entity.

Signature of Authorized Representative:

Name: William E. Shoemaker Title: Director and President

ARTICLES OF ORGANIZATION FOR FORESIGHTBAY BRAZIL, LLC

ARTICLE I: NAME

The name of the Limited Liability Company is ForesightBay Brazil, LLC

ARTICLE II: ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 1000 West McNab Road, Suite 320, Fort Lauderdale, Florida 33069.

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

The name and Florida street address of the registered agent are Foresight Business Centers, Inc., 1000 West McNab Road, Suite 320, Fort Lauderdale, Florida 33069

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 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, Florida Statutes.

> Registered Agent's Signature William E. Shoemaker, President

Foresight Business Centers, Inc.

ARTICLE IV: BUSINESS PURPOSE

The business purpose of this limited liability company is: Any lawful business purpose.

ARTICLE V: MANAGING MEMBERS

The name and address of each managing member is as follows:

MGR:

William E. Shoemaker

1000 West McNab Road, Suite 320 Pompano Beach, Florida 33069

MGR:

Teodoro Bohn Candido da Silva 1000 West McNab Road, Suite 320 Pompano Beach, Florida 33069

REQUIRED SIGNATURE

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 contained 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.

William E. Shoemaker, Managing Member

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Signed this 21st day of April, 2015.

Signature of Authorized Representative of Limited Liability Company.

Signature of Authorized Representatives

Name: Teodoro Bohn Candido da Silva Title: Managing Member

Signature of Authorized Representative of Other Business Entity.

Signature of Authorized Representative:

Name: William E. Shoemaker Title: Director and President

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Registered Agent's Signature William E. Shoemaker, President Foresight Business Centers, Inc.

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William E. Shoemaker

1000 West McNab Road, Suite 320 Pompano Beach, Florida 33069

MGR:

Teodoro Bohn Candido da Silva 1000 West McNab Road, Suite 320

Pompano Beach, Florida 33069

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William E. Shoemaker, Managing Member