

L15000146407

(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

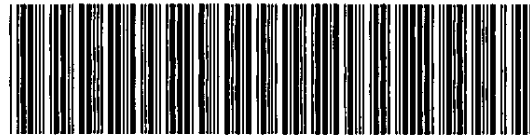
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AND
FILED

15 AUG 28 PM 4:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 3, 2015

THE JACOBS LAW GROUP
20700 WEST DIXIE HIGHWAY
AVENTURA, FL 33180

SUBJECT: EQUUS VENTURES LLC
Ref. Number: W15000052207

We have received your document for EQUUS VENTURES 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 the corrected original and one copy of 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) 245-6052.

Valerie Herring
Regulatory Specialist II
New Filing Section

Letter Number: 215A00016258

APPROVED
AND
FILED

ARTICLES OF CONVERSION
OF
EQUUS VENTURES LLC
TO
A FLORIDA LIMITED LIABILITY COMPANY

15 AUG 28 PM 4:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONVERTING FROM A DELAWARE LIMITED LIABILITY COMPANY TO A FLORIDA LIMITED LIABILITY COMPANY

Pursuant to the applicable provisions of Chapter 605, Fla. Stat., **EQUUS VENTURES LLC**, a Delaware limited liability company (the "Company"), hereby adopts the following Articles of Conversion for the purpose converting from a Delaware limited liability company to a Florida limited liability company.

ARTICLE 1. Company Prior to Conversion.

The name of the Company immediately prior to the filing of this Certificate of Conversion is **EQUUS VENTURES LLC**, which is a limited liability company first organized under the laws of the State of Delaware on April 7, 2014.

ARTICLE 2. Conversion.

The Company, by the filing of these Articles of Conversion and the Articles of Incorporation attached hereto, hereby converts from a Delaware limited liability company under Title 6, Chapter 18, Delaware Code, to a Florida limited liability company under Chapter 605, Fla. Stat. A Plan of Conversion has been approved and adopted in accordance with all applicable statutes and the governing documents of the Company.

ARTICLE 3. Company After Conversion.

The name of the Company after the filing of these Articles of Conversion and the attached Articles of Incorporation shall remain **EQUUS VENTURES LLC**, which Company shall be a limited liability company organized under the laws of the State of Florida after the conversion. The conversion shall not be deemed a dissolution of the Company and shall have no effect on the Company's continued existence.

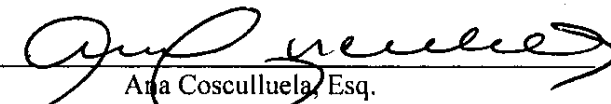
ARTICLE 4. Authorization.

The conversion hereby effected was adopted by written action of the manager(s) and member(s) dated July 22, 2015.

The undersigned has executed these Articles of Conversion this 29 day of Aug 2015.


EQUUS VENTURES LLC, a Delaware limited liability company

By: _____


Ana Cosculluela, Esq.
Authorized Representative

EQUUS VENTURES LLC, a Florida limited liability company

By: _____


Ana Cosculluela, Esq.
Authorized Representative

APPROVED
AND
FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

**ARTICLES OF ORGANIZATION
OF
EQUUS VENTURES LLC**

15 AUG 28 PM 4:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

a Florida Limited Liability Company

The undersigned, for the purpose of forming a limited liability company under the Florida Revised Limited Liability Company Act, Chapter 605, Fla. Stat., hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I

The name of the limited liability company (the "Company") shall be:

EQUUS VENTURES LLC

ARTICLE II

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

5825 SW Sunset Drive
Suite 207
South Miami, FL 33143

ARTICLE III

The name and Florida address of the Registered Agent is:

The Jacobs Law Group
20700 West Dixie Highway
Aventura, Florida 33180

ARTICLE IV

The Company shall be managed by one or more Managers, in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the Company.

The initial Manager(s) shall be:

Edouard Libessart
5825 SW Sunset Drive
Suite 207
South Miami, FL 33143

APPROVED
AND
FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Jing Jing Lai
5825 SW Sunset Drive
Suite 207
South Miami, FL 33143

Each Manager can act alone without the consent of the other.

ARTICLE V

The Company's existence shall be perpetual.

ARTICLE VI

The Managers and the Members shall not be personally liable for the debts, obligations, or liabilities of the Company.

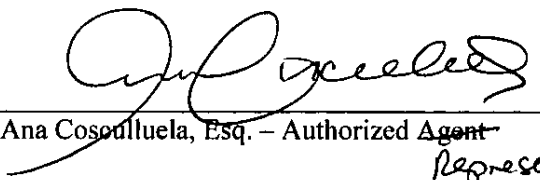
ARTICLE VII


The power to amend, alter or repeal these Articles of Organization shall be as set forth in the Operating Agreement of the Company.

ARTICLE VIII

The Company has the authority and shall issue Certificates of Membership to each member evidencing that member's interest in the Company.

July 27th, 2015


Ana Cosculluela, Esq. – Authorized Agent

Representative 

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for EQUUS VENTURES LLC at the place designated in these Articles of Organization, 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, Fla. Stat.

The Jacobs Law Group

By: 

Ana Cosculluela, Esq.

July 27th, 2015