

LL5000178016

(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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09/08/15--01031--031 **185.00

15 OCT 15 AM 8:24
FBI - NEW YORK

1115-62056

MD 10/21

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Miami Primary Care 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:

Carlos A. Somoza

(Contact Person)

Carlos A. Somoza, P.L.

(Firm/Company)

8724 Sunset Drive, #313

(Address)

Miami, Florida 33173

(City, State and Zip Code)

carlos-somoza@msn.com

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

For further information concerning this matter, please call:

Carlos A. Somoza at (305) 301-4151

(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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 18, 2015

CARLOS A. SOMOZA
8724 SUNSET DRIVE, #313
MIAMI, FL 33173

SUBJECT: MIAMI PRIMARY CARE LLC
Ref. Number: W15000062056

We have received your document for MIAMI PRIMARY CARE LLC and your check(s) totaling \$185.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

As a condition of a conversion, pursuant to s.605.0212(9) & s.605.0212(10), Florida Statutes, the entity must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the conversion is submitted for filing.

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.

Maryanne Dickey
Regulatory Specialist II
New Filing Section

Letter Number: 615A00019752

CARLOS A. SOMOZA, P.L.

ATTORNEY AT LAW

8724 Sunset Drive, #313, Miami, Florida 33173-3512
Telephone: (305) 301-4151 Facsimile: (305) 270-0159
Email: carlos-somoza@msn.com

October 13, 2014

Maryanne Dickey
Florida Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Miami Primary Care Corporation / Miami Primary Care LLC
Your Ref. Number: W15000062056

Dear Mrs. Dickey:

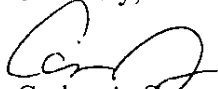
I am in receipt and thank you for your correspondence dated September 18, 2015. It is in this respect that I am responding and enclosing an original and copy of the following:

1. Your correspondence dated September 18, 2015;
2. Cover Letter;
3. Articles of Conversion for "Other Business Entity" into Florida Limited Liability Company;
4. Articles of Organization for Florida Limited Liability Company; and
5. 2015 Florida Profit Corporation Reinstatement.

The Articles of Conversion to convert Miami Primary Care Corporation to Miami Primary Care LLC were rejected because Miami Primary Care Corporation had not filed its 2015 Florida Annual Report. Upon receipt of your correspondence, Miami Primary Care Corporation has filed for reinstatement and I have enclosed a copy reflecting the reinstatement effective October 5, 2015. I would appreciate if you were to now process the Articles of Conversion to convert Miami Primary Care Corporation to Miami Primary Care LLC. Please note that I am presuming you have my check payable to the Florida Department of State in the amount of \$185.00

Please contact me at (305) 301-4151 should you have any question

Sincerely,


Carlos A. Somoza

Enclosures

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

15 OCT 15 AM 8:24
RECEIVED
FLORIDA DEPARTMENT OF STATE

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:
Miami Primary Care Corporation

(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
on August 9, 1988
(date of organization, formation or incorporation) (Enter state, or if a non-U.S. entity, the name of the country)

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

Miami Primary Care 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.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

5. The plan of conversion has been approved in accordance with all applicable statutes.

Signed this 3rd day of September, 2015.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: _____

Printed Name: Nelson Garcia

Title: Manager

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

Signature: _____

Printed Name: Nelson Garcia

Title: Director, President

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)

15 OCT 15 AM 9:24
CLERK OF COURT
CLERK OF COURT

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Miami Primary Care 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:

9951 S.W. 40th Street

Miami, Florida 33165

Mailing Address:

9951 S.W. 40th Street

Miami, Florida 33165

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:

Nelson Garcia

Name

9951 S.W. 40th Street

Florida street address (P.O. Box **NOT** acceptable)

Miami

FL 33165

City

Zip

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:

Nelson Garcia

9951 S.W. 40th Street

Miami, Florida 33165

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(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.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

ARTICLE VI: Other provisions, if any.

REQUIRED SIGNATURE:



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

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes.
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.

Nelson Garcia

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)