

L16000049932

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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02/01/16--01044--019 **300.00

16 MAR 14 PM 2:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

N. Culligan MAILED 14 2016

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: M ROOM USA, 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:

Matthew L. DeVicchio

(Contact Person)

MATTHEW L. DEVICCHIO CO., L.P.A.

(Firm/Company)

5899 Chanteclair Dr., Unit 213

(Address)

Naples, FL 34108

(City, State and Zip Code)

oskari.kariste@mroom.com

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

For further information concerning this matter, please call:

Matthew L. DeVicchio at (330) 307-4496
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount:

| | | | |
|--|---|---|--|
| <input checked="" type="checkbox"/> \$150.00 Filing Fees (\$25 for Conversion & \$125 for Articles of Organization) | <input type="checkbox"/> \$155.00 Filing Fees and Certificate of Status | <input type="checkbox"/> \$180.00 Filing Fees and Certified Copy | <input type="checkbox"/> \$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

February 22, 2016

MATTHEW L DEVICCHIO
5899 CHANTECLAIR DR, UNIT 213
NAPLES, FL 34108

SUBJECT: M ROOM USA, LLC
Ref. Number: W16000013018

We have received your document for M ROOM USA, LLC and your check(s) totaling \$300.00. 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 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.

Neysa Culligan
Regulatory Specialist II

Letter Number: 216A00003629

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

FILED
16 MAR 14 PM 2:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:
M ROOM COMPANY USA, 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
on 09/21/2015 (Enter state, or if a non-U.S. entity, the name of the country)

(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:
M ROOM USA, 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 14th day of January 2016.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative:

Printed Name: Os .kari Kariste

Title: Authorized Member

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

Signature:

Printed Name: Os .kari Kariste

Title: 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) |

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

M ROOM USA, 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:

3530 Kraft Road

Suite 201

Naples, FL 34105

Mailing Address:

3530 Kraft Road

Suite 201

Naples, FL 34105

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:

Oskari Kariste

Name

3530 Kraft Road, Suite 201

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

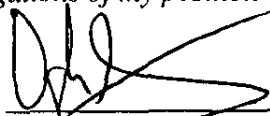
Naples

FL 34105

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

AMBR

Name and Address:

Os Kari Kariste

3530 KRAFT ROAD, SUITE 201

NAPLES, FL 34105

16 MAR 14 PM 2:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

(Use attachment if necessary)

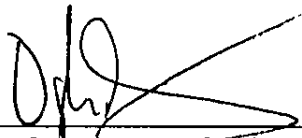
ARTICLE V: Effective date, if other than the date of filing: _____ (OPTIONAL)

(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.

Os Kari Kariste

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)