

LI 6000123658

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

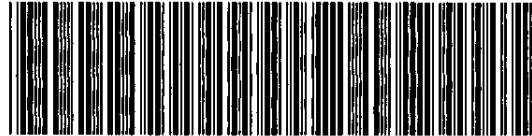
(Business Entity Name)

(Document Number)

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

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CLERK OF SUPERIOR COURT  
JULY 16 2016

7/5/14

LI 6000123658

**COVER LETTER**

**TO: Registration Section  
Division of Corporations**

**SUBJECT:** NICE PROPERTIES, LLC  
Name of Limited Liability Company

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

MILTON GENE FRIEDMAN

Name of Person

FRIEDMAN ASSOCIATES

Firm/Company

6030 HOLLYWOOD BLVD. STE 135

Address

HOLLYWOOD, FL 33084

City/State and Zip Code

FRIEDMANCPAFL.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

MILTON FRIEDMAN

954

362 - 7720

at ( )

Name of Person

Area Code

Daytime Telephone Number

Enclosed is a check for the following amount:

☐

\$125.00 Filing Fee

☐

\$130.00 Filing Fee &  
Certificate of Status

☐

\$155.00 Filing Fee &  
Certified Copy  
(additional copy is enclosed)

☐

\$160.00 Filing Fee,  
Certificate of Status &  
Certified Copy  
(additional copy is enclosed)

**Mailing Address**

New Filing Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

New Filing Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

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**FRIEDMAN ASSOCIATES**  
**DUE DILIGENCE, FORENSIC, TAX & VALUATION CONSULTANTS**

Hollywood:  
Phone(954) 399-9947  
Fax (954) 399-9684  
FriedmanCPAFL@AOL.Com

Members:  
Association of Insolvency and Restructuring Advisors  
American Institute of Certified Public Accountants  
Florida Institute of Certified Public Accountants  
Association of Certified Fraud Examiners

Please Reply to:  
6030 Hollywood Blvd; Suite 110  
Hollywood, FL 33024

June 24, 2016

Florida Department of State    Via Certified Mail 7015 0640 0007 5093 0865  
Division of Corporations  
P.O. 6327  
Tallahassee, FL 32314

RE:    Nice Properties, LLC Ref. Number W16000013838  
       A Quality Learning World, LLC Ref. Number W16000014208  
       Lady Su, LLC Ref. Number W1600013836

Dear Sirs,

Attached please find your April 2016 letters to me with respect to the above entities; and I respond as follows:

1.    I have signed where my signature was missing on page two of the Articles of Conversion for A Quality Learning World, LLC
2.    I have replaced the first page of the Certificate of Conversion for Nice Properties, Corporation. The response to the name of the LLC is now the same as is in the attached articles of organization.
3.    The same as number two above, that is I have replaced the first page of the Certificate of Conversion for Lady Su, LLC

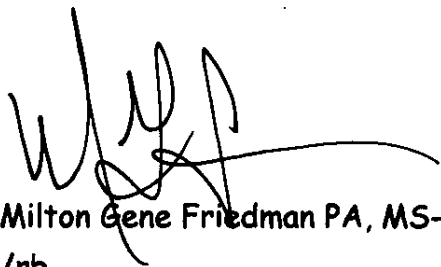
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TALLAHASSEE, FLORIDA

RECEIVED  
16 JUL -1 PM 12:34  
TALLAHASSEE, FLORIDA

Thank you for your assistance and cooperation.

Very truly yours,

FRIEDMAN ASSOCIATES



Milton Gene Friedman PA, MS-Taxation, CFE, CFF, CIRA  
/rb

CPA is regulated by the State of Florida.

The following are regulated by the respective organizations, not by the State of Florida:

Certified Fraud Examiner

Certified Insolvency & Reorganization Accountant

Certified in Financial Forensics

CC: Maria Talavera

Enclosures: Certificate of Conversion, Articles of Organization for Nice Properties, LLC

Articles of Conversion for A Quality Learning World, LLC

Certificate of Conversion, Articles of Organization for Lady Su, LLC

V:\Client Files\The Canales Investment Corp\2016-06-24 Ltr To FL Dept of Corporations Ref Articles of Conversion.wpd

**FRIEDMAN ASSOCIATES DUE DILIGENCE, FORENSIC, TAX  
& VALUATION CONSULTANTS**

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

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16 JUL -1 PM 2:46

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

April 15, 2016

MILTON GENE FRIEDMAN  
6030 HOLLYWOOD BLVD.  
SUITE 135  
HOLLYWOOD, FL 33024

SUBJECT: NICE PROPERTIES, LLC  
Ref. Number: W16000013838

We have received your document for NICE PROPERTIES, 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):

The name listed in the Certificate of Conversion and the Articles of Organization must be the same.

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.

Claretha Golden  
Regulatory Specialist II  
New Filing Section

Letter Number: 616A00007863



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

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16 JUL -1 PM 2:46  
SEAL OF STATE  
TALLAHASSEE, FLORIDA

February 24, 2016

MILTON GENE FRIEDMAN  
6030 HOLLYWOOD BLVD.  
SUITE 135  
HOLLYWOOD, FL 33024

SUBJECT: NICE PROPERTIES, LLC  
Ref. Number: W16000013838

We have received your document for NICE PROPERTIES, 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):

We are enclosing the proper form(s) with instructions for your convenience.

Pursuant to section 605.1045, F.S., an unincorporated business entity may convert to a Florida limited liability company. However, the unincorporated business entity must do so by simultaneously filing a Certificate of Conversion and Articles of Organization with this office. Our records reflect the Articles of Organization for the resulting limited liability company were previously filed on . In light of these facts, we are unable to file the enclosed Certificate of Conversion as submitted.

To proceed with the filing of the conversion, you must resubmit your Certificate of Conversion along with a new set of Articles of Organization. The fees to file the conversion will total \$150 and breakdown as follows: \$100 filing fee for the Articles of Organization, \$25 registered agent designation fee, and \$25 filing fee for the Certificate of Conversion.

Because limited liability company names are filed for notice purposes only, you may still file the Conversion under the exact same name as that of the pre-existing limited liability company or you may choose a different name.

With respect to the pre-existing limited liability company, you may voluntarily dissolve the entity by filing Articles of Dissolution for \$25 or simply allow this office to administratively dissolve this entity for failure to file the required uniform business report/annual report form when due.

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.

Claretha Golden  
Regulatory Specialist II  
New Filing Section

Letter Number: 616A00003862

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

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FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

This Certificate 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.608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

NICE PROPERTIES CORPORATION

(Enter Name of Other Business Entity) P1400017051

2. The "Other Business Entity" is a CORPORATION

(Enter entity type. Example: corporation, limited partnership, sole proprietorship, 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 02/21/14

(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

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

NICE PROPERTIES, LIMITED LIABILITY COMPANY

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: \_\_\_\_\_  
(The effective date: 1) cannot be prior to 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.)



Signed this 27 day of January 2016

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

Signature of Authorized Representative: [Signature]  
Printed Name: Milt Friedman Title: POA

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

Signature: [Signature]  
Printed Name: Milt Friedman Title: POA

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)

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

FILED

ARTICLE I - Name:

The name of the Limited Liability Company is:

16 JUL -1 PM 2:46

NICE PROPERTIES, LIMITED LIABILITY COMPANY

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE II - Address:

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

Principal Office Address:

Mailing Address:

9360 SW 164TH STREET  
MIAMI, FL 33157

9360 SW 164TH STREET  
MIAMI, FL 33157

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:

VICTORIA CATALANO DE TALAVERA

Name

9360 SW 164TH STREET

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

MIAMI

FL

33157

City

State

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

PRESIDENT

**Name and Address:**

VICTORIA CATALANO DE TALAVERA

9360 SW 164TH STREET

MIAMI, FL 33157

MANAGER

MARIA VICTORIA TALAVERA CATALANO

9360 SW 164TH STREET

MIAMI, FL 33157

MANAGER

JUANJOSE FERNANDO TALAVERA CATALANO

9360 SW 164TH STREET

MIAMI, FL 33157

MANAGER

JUAN CARLOS TALAVERA CATALANO

9360 SW 164TH STREET

MIAMI, FL 33157

(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.

Maria Victoria Talavera Catalano

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)

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CLERK OF THE COURT  
STATE OF FLORIDA