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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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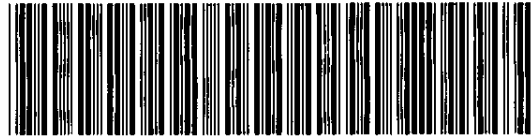
(Business Entity Name)

(Document Number)

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: MGS USA Enterprise, INC
(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:

Floyd Self

(Contact Person)

Berger Singerman Law Firm

(Firm/Company)

313 N. Monroe St. Suite 301

(Address)

Tallahassee FL 32301

(City, State and Zip Code)

fself@bergersingerman.com

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

For further information concerning this matter, please call:

Floyd Self

(Name of Contact Person)

at (850) 521-6727

(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount: (All checks processed by this office must be payable in US dollars and drawn on a bank located in the United States)

☒ \$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

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ARTICLES OF CONVERSION
for
MGS USA ENTERPRISE, INC.
a Florida corporation
into
MGS USA ENTERPRISE, LLC
a Florida limited liability company

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THESE ARTICLES OF CONVERSION, are submitted to convert **MGS USA ENTERPRISE, INC.**, a Florida corporation (the "**Converting Entity**"), into **MGS USA ENTERPRISE, LLC**, a Florida limited liability company (the "**Converted Entity**"), in accordance with Sections 1041 through 1046 of the Florida Revised Limited Liability Company Act (Section 605.0101 et seq., Florida Statutes, referred to herein as the "**Florida LLC Act**").

1. The name of the Converting Entity is MGS USA ENTERPRISE, INC.; the type of legal entity of the Converting Entity is a corporation; and Florida is the jurisdiction of formation of the Converting Entity.
2. The Converting Entity was formed under Florida law on October 11, 2005, under Document Number P05000138707.
3. The name of the Converted Entity is MGS USA ENTERPRISE, LLC; the type of legal entity of the Converted Entity is a limited liability company; and Florida is the jurisdiction of formation of the Converted Entity.
4. The board of directors and the shareholders of the Converting Entity each has authorized and approved the conversion contemplated by these Articles of Conversion in accordance with the Florida Business Corporation Act (Section 607.0101 et seq., Florida Statutes, referred to herein as the "**FBCA**").
5. The mailing address and street address of the principal office of the Converted Entity is as follows:

13181 N.W. 43rd Avenue
Miami, Florida 33054
6. The conversion of the Converting Entity into the Converted Entity is in compliance with the Florida LLC Act and the FBCA.

7. The Converted Entity has agreed to pay any shareholders of the Converting Entity having appraisal rights the amount to which they are entitled under Sections 607.1301 through 607.1333 of the FBCA.
8. These Articles of Conversion shall be effective as of 11:59 PM, Eastern Standard Time, on December 31, 2016.

IN WITNESS WHEREOF, the undersigned, being an authorized person on behalf of the Converting Entity, has executed these Articles of Conversion this 22nd day of December, 2016.

MGS USA ENTERPRISE, INC.
a Florida Corporation

By: _____

Matteo Negro, President

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
MGS USA ENTERPRISE, LLC
(a Florida limited liability company)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, in forming a Florida limited liability company under the Florida Revised Limited Liability Company Act, Chapter 605 of the Florida Statutes, (the "Florida LLC Act") hereby adopts the following Articles of Organization:

1. Name. The name of the limited liability company shall be "MGS USA ENTERPRISE, LLC", a Florida limited liability company (the "Company").

2. Principal Office. The street and mailing address of the Company's principal office in the State of Florida is as follows:

13181 N.W. 43rd Avenue
Miami, Florida 33054

3. Registered Address and Agent. The address of the Company's registered office, and the name of the Company's Registered Agent at such office, in the State of Florida are as follows:

13195 Biscayne Bay Terrace
Miami, Florida 33181
Registered Agent: Paola Catanuto

4. Management. The Company shall be a manager-managed limited liability company; provided, however, that through an amendment to these Articles of Organization (the "Articles"), or through the Company's operating agreement as may be in effect from time to time (the "Operating Agreement"), the Members of the Company may elect to convert the Company to a member-managed limited liability company.

As of the date of execution hereof, Matteo Negro is the sole Manager of the Company.

5. Duration. The Company shall not have a specific effective date of dissolution, and its existence shall be perpetual in accordance with the terms and conditions of the Company's Operating Agreement.

6. Effectiveness. These Articles of Organization shall be effective as of 11:59 PM, Eastern Standard Time, on December 31, 2016.

IN WITNESS WHEREOF, the undersigned has duly executed these Articles of Organization of MGS USA ENTERPRISE, LLC, on this 22nd day of December, 2016.

By: _____

Matteo Negro, sole Manager

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for MGS USA ENTERPRISE, LLC, a Florida limited liability company, at the place designated in Section 3 of the foregoing Articles of Organization, the undersigned hereby accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of the position as Registered Agent as provided for in Chapter 605, Florida Statutes.

By:


Paola Catanuto

Dated: December 22, 2016

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TALLAHASSEE, FLORIDA