

L17000060223

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

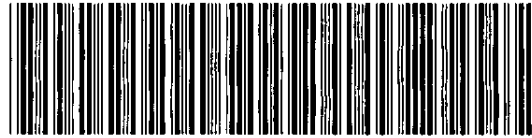
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2017 MAR 16 AM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. GOLDEN

MAR 17 2017

Account#: I20000000088

Date: 03/16/2017

Name: Michelle Walker

Reference #: T008754

ENTITY NAME: PROCOVEN USA, CORP.

☐ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Annual Report

☐ Change of Agent

☐ Reinstatement

☒ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other: _____

**Please retain original
file date. **

2017
MAR 16 11:45:53
FBI - TAMPA

Please return a copy of this cover letter with the evidence. Thanks!

Authorized Amount: \$ 150

Signature: Michelle Walker

Please call Michelle at 518-213-0737

if authorized amount is incorrect.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 15, 2017

NATIONAL CORPORATE RESEARCH, LTD.

SUBJECT: PROCOTECH USA, LLC
Ref. Number: W17000022128

We have received your document for PROCOTECH USA, LLC and the authorization to debit your account in the amount of \$160.00. However, the document has not been filed and is being returned for the following:

The document is illegible and not acceptable for imaging. We ask that you type or carefully print the information in the appropriate blocks.

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: 517A00004960

2017 MAR 15 11:53
CLARETHA GOLDEN

2017 MAR 12 PM: 53

**ARTICLES OF CONVERSION
FROM A FLORIDA CORPORATION TO A
FLORIDA LIMITED LIABILITY COMPANY**

(Pursuant to Section 605.1045 of the Florida Revised Limited Liability Company Act
and Section 607.1112 of the Florida Business Corporation Act)

The Articles of Conversion, and attached Articles of Organization, are submitted to convert a Florida corporation (the "Corporation") to a Florida limited liability company (the "Limited Liability Company") under the Florida Revised Limited Liability Company Act (the "LLC Act") and the Florida Business Corporation Act (the "Corp. Act" and the LLC Act collectively referred as, the "Acts"), in accordance, the undersigned, hereby certifies:

FIRST: The name of the Corporation immediately prior to filing this Articles of Conversion is Procoven USA, Corp. P 12 000043468

SECOND: Procoven USA, Corp. is a corporation formed under the laws of Florida on May 16, 2016.

THIRD: The name of the Limited Liability Company, as set forth in the attached Articles of Organization, is Procotech USA, LLC.


FOURTH: The effective date of the conversion is upon filing of the Articles of Conversion and the Articles of Organization with Florida Department of State, Division of Corporations.

FIFTH: The plan of conversion has been approved in accordance with all applicable provisions of the Acts.

SIXTH: Procoven USA, Corp. has agreed to pay any members having appraisal rights the amount to which such members are entitled under section 605.1006 and 605.1061-605.1072 of the LLC Act.

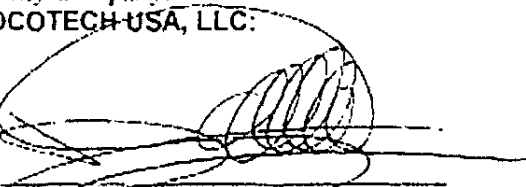
IN WITNESS WHEREOF, the undersigned, as authorized representative within the meaning of the Acts, executed the Articles of Conversion effective as of the date set forth above:

Authorized Representative of the Corporation
PROCOVEN USA, CORP:



By: _____
Name: Daniel Escuin San Roman
Title: Vice President

Authorized Representative of the Limited
Liability Company:
PROCOTECH USA, LLC:



By: _____
Name: Daniel Escuin San Roman
Title: Chief Executive Officer

2017/06/15 11:53

**ARTICLES OF ORGANIZATION
OF
PROCOTECH USA, LLC**

The undersigned member and authorized representative (the "Authorized Representative") signs these Articles of Organization and forms a limited liability company (the "Company") pursuant to Section 605.0201 of the Florida Revised Limited Liability Company Act (the "Act"), as follows:

ARTICLE I - NAME

The name of the limited liability company is:

Procotech USA, LLC

ARTICLE II - MAILING ADDRESS AND STREET ADDRESS

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

3325 NW 70th Avenue
Miami, FL, 33122

The mailing address of the Company is:

3325 NW 70th Avenue
Miami, FL, 33122

ARTICLE III - INITIAL REGISTERED AGENT AND OFFICE

The name and the Florida street address of the initial registered agent of the Company are:

National Corporate Research, Ltd., Inc.
115 North Calhoun Street, Suite 4
Tallahassee, FL 32301 (Leon County)

The written acceptance of the Company's initial registered agent, pursuant to 605.0201 (2) (c) of the Florida Revised Limited Liability Act, is attached herein as Exhibit A.

ARTICLE IV - MANAGEMENT

The Company is member-managed. The names and addresses of the managing members of the Company are:

Daniel Escuin San Román
3325 NW 70th Avenue
Miami, FL, 33122

and

Olga M. San Román Sanz
3325 NW 70th Avenue
Miami, FL, 33122

ARTICLE V – PURPOSE

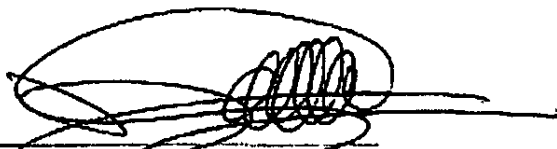
The Company is being formed for the purpose of transacting any and all lawful business for which a limited liability company may be organized under the Florida Revised Limited Liability Company Act.

ARTICLE VI – DURATION

The Company shall have perpetual existence unless sooner dissolved, according to law; corporate existence shall commence upon the filing of the Articles of Organization by the Florida Department of State.

In accordance with Section 605.0203(1)(b), of the Florida Revised Limited Liability Company Act, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. 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 Section 817.155 of the Florida Statutes.

AUTHORIZED REPRESENTATIVE:

A handwritten signature in black ink, appearing to read 'Daniel Escuin San Román', is written over a horizontal line.

Daniel Escuin San Román
Managing Member / Chief Executive Officer

Date: March 14, 2017

EXHIBIT A

Written Acceptance of the Company's Initial Registered Agent

See attached.

ACCEPTANCE BY REGISTERED AGENT

Pursuant to Article III of the Articles of Organization of Procotech USA, LLC (the "Company"), the Company appointed the initial registered office/registered agent in the State of Florida as follows.

1. The name of the Company is:

Procotech USA, LLC

2. The name and address of the registered agent and office of the Company are:

National Corporate Research, Ltd., Inc.
115 North Calhoun Street, Suite 4
Tallahassee, FL 32301 (Leon County)

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 of the Florida Statutes.

Signature: Michelle Walker, Asst. Sec.

Dated: March 14 2017