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(Document Number)

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17 MAY 16 AM 9:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MAY 17 2017

T SCHROEDER

## COVER LETTER

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** B & G SOLUTIONS 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:

Liliana Leal

(Contact Person)

B & G SOLUTIONS USA, LLC

(Firm/Company)

2000 PONCE DE LEON BOULEVARD, SUITE 600

(Address)

CORAL GABLES, FL, 33134

(City, State and Zip Code)

liliana@bgsolutionsusa.com

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

For further information concerning this matter, please call:

Liliana Leal

at ( 786 ) 542-3137

(Name of Contact Person)

(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:**

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

**MAILING ADDRESS:**

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

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

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:  
B & G SOLUTIONS USA, LLC MIB-4166  
(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Limited Liability Company  
(Enter entity type. Example: corporation, limited partnership, general partnership, common law or business trust, etc.)

First organized, formed or incorporated under the laws of Delaware  
(Enter state, or if a non-U.S. entity, the name of the country)  
on 04/17/2015  
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:  
B & G SOLUTIONS USA, LLC  
(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: 05/20/2017  
(The effective date: 1) cannot be prior to date of receipt or filed date nor more than 90 calendar 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.

6. The "Converted or Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 605.1006 and 605.1061-605.1072, F.S.

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TALLAHASSEE, FLORIDA

Signed this 10th day of May 20 17.

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

Signature of Authorized Representative: Liliana Leal  
Printed Name: Liliana Leal Title: President

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

Signature: Liliana Leal  
Printed Name: Liliana Leal Title: President

Signature: [Signature]  
Printed Name: Alberto Leal Title: Vice President

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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TALLAHASSEE, FLORIDA

## ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

### ARTICLE I - Name:

The name of the Limited Liability Company is:

B & G SOLUTIONS USA, LLC

(Must contain 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:

2000 PONCE DE LEON BOULEVARD, SUITE 600  
CORAL GABLES, FL, 33134

#### Mailing Address:

2000 PONCE DE LEON BOULEVARD, SUITE 600  
CORAL GABLES, FL, 33134

### 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:

Liliana Leal

Name

2000 PONCE DE LEON BOULEVARD, SUITE 600

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

CORAL GABLES FL 33134

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)

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STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

**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

MGR

**Name and Address:**

Alberto Leal

2400 s red rd, Miami, FL, 33155

Liliana Leal

2400 s red rd, Miami, FL, 33155

(Use attachment if necessary)

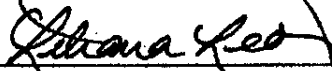
**ARTICLE V:** Effective date, if other than the date of filing: 05/20/2017 . (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 calendar 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.

Liliana Leal

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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STATE  
ATTORNEY GENERAL  
FLORIDA