

47000140634

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

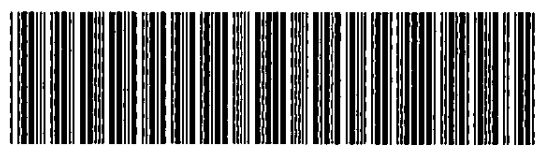
(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only



700299343497

05/30/17--01016--032 \*\*155.00

FILED  
17 MAY 30 PM 2:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JUN 29 2017  
T SCHROEDER

COVER LETTER

TO: New Filing Section  
Division of Corporations

SUBJECT: DUAL BRANDS 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:

JOSE MARTINEZ  
(Contact Person)

JMG Accounting Solution Inc.  
(Firm/Company)

7801 Coral way, Suite 107  
(Address)

Miami fl- 33155  
(City, State and Zip Code)

JSmartinez@Jmgacctg.com  
E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

JOSE MARTINEZ at (305) 898-3964  
(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.

First: The name of the "Other Business Entity" immediately prior to the filing of the Articles of Conversion is DUAL BRANDS INC. *P15-2576de*

Second: The "Other Business Entity" is a Corporation, first organized, formed or incorporated under the laws of the State of Florida on 03/17/2015

Third: The Name of the Florida Limited Liability Company as set forth in the **Attached Articles of Organization is: DUAL BRANDS LLC.**

Fourth: The effective date of this filing is June 26, 2017

Fifth: The Plan of Conversion has been approved in accordance with all applicable statutes.

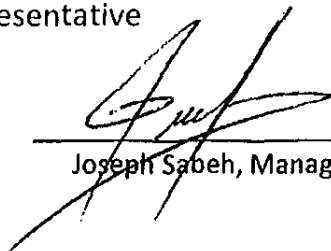
Sixth: The "Converted of other Business Entity" has agreed to pay any members having appraisal rights the amount to which such member members are entitled under ss. 605.1006 and 605.1061-605.1072 F. S.

**FILED**  
17 MAY 30 PM 2:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Signed this 26 day of June 2017.

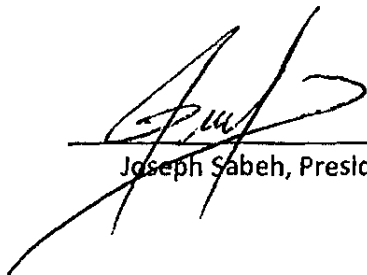
**Signature of Authorized Representative of DUAL BRANDS Limited Liability Company:**

Signature of Authorized Representative

  
\_\_\_\_\_  
Joseph Sabeh, Manager Member

**Signature(s) on behalf of Other Business Entity (DUAL BRANDS INC.):**

Signature of Officer:

  
\_\_\_\_\_  
Joseph Sabeh, President.

Note:

**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 Limited Partnership:**

Signature of ALL General Partners.

**All Others:**

Signature of an Authorized Person.

FILED  
17 MAY 30 PM 2:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
FOR  
FLORIDA LIMITED LIABILITY COMPANY**

**Article I – Name:**

The Name of The Limited Liability Company is:  
**DUAL BRANDS LLC**

**Article II – Address:**

The street address of the Limited Liability Company is:  
848 BRICKELL AVENUE  
SUITE 620  
MIAMI, FL. 33131

The Mailing address of the Limited Liability Company is:

848 BRICKELL AVENUE  
SUITE 620  
MIAMI, FL. 33131

**Article III – Purpose**

TO CARRY ON AND ENGAGE ANY LAWFUL BUSINESS

**Article IV – Initial Registered Agent and Street Address**

The name and Address of the initial Registered Agent is:

JOSE DE JESUS MARTINEZ  
7801 CORAL WAY, SUITE 107  
MIAMI, FL. 33155

*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 Signature

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

17 MAY 30 PM 2:23

FILED

## Article V – Members

The Name and Street address of person(s) authorized to manage and control the Limited Liability Company are:

Title: MGR  
VBK RETAIL HOLDING LLC  
848 BRICKELL AVENUE, SUITE 620  
MIAMI, FL. 33131 MD

Title: MGR  
JOSEPH SABEH  
848 BRICELL AVENUE, SUITE 620  
MIAMI, FL. 33131 MD

Title: MGR  
ANTONIO SABEH  
848 BRICKELL AVENUE, SUITE 620  
MIAMI, FL 33131. MD

FILED  
17 MAY 30 PM 2:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## Article VI – Effective Date:

The effective date for this Limited Liability Company shall be:  
June 26, 2017.

### Signature of a Member or an authorized representative

*I am the member or authorized representative submitting these Articles of Organization and affirm that the facts stated here is true. I am aware that 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. I understand the requirement to file an annual report between January 1<sup>st</sup> and May 1<sup>st</sup> in the calendar year following formation of the LLC and every year thereafter to maintain "Active" status.*

  
Joseph Sabeh, President