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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

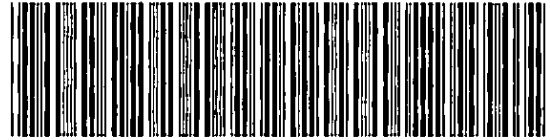
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SECRETARY  
TALLAHASSEE, FL 32310

**COVER LETTER**

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

**SUBJECT:** ON TRACK MARKETING & SALES 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:

LIVIA DELGADO  
(Contact Person)

GENESIS TAX HOUSE  
(Firm/Company)

411 SE MIZNER BLVD STE 72  
(Address)

BOCA RATON, FL 33432  
(City, State and Zip Code)

livia.delgado@genesistaxhouse.com  
E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

LIVIA DELGADO at ( 954 ) 782-4000  
(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.

**I – NAME OF OTHER BUSINESS ENTITY**

The name of the "Other Business Entity" immediately prior to the filing of the Articles of Conversion is:

**ON TRACK MARKETING & SALES LLC**  
(Enter Name of Other Business Entity).

**II – TYPE**

The other business entity is a **LIMITED LIABILITY COMPANY**  
(Enter here type of business: Corporation, LLC, LLP, trust, etc)

First organized, formed or incorporated under the laws of **OHIO** on date **02/19/2018**

**III – NAME OF NEW ENTITY**

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

**ON TRACK MARKETING & SALES LLC**  
(Enter here type of business: Corporation, LLC, LLP, trust, etc)

**IV – EFFECTIVE DATE**

If not effective on the date of filing, enter the effective date:

**V – PLAN OF CONVERSION**

The plan of conversion has been approved in accordance with all applicable statutes.

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ALLAHASSEE, FLORIDA

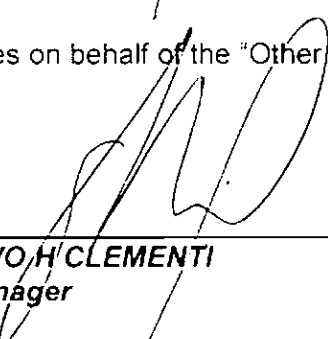


Signed this **November 5, 2019**.

Signature of Authorized Representative of Limited Liability Company:

  
\_\_\_\_\_  
**GUSTAVO H CLEMENTI**  
**Title: Manager**

Signatures on behalf of the "Other Business Entity"

  
\_\_\_\_\_  
**GUSTAVO H CLEMENTI**  
**Title: Manager**

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.

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STATE BAR OF FLORIDA  
FALL ASSOCIATION

**ARTICLES OF ORGANIZATION  
OF  
ON TRACK MARKETING & SALES LLC**

*A Florida Limited Liability Company pursuant to Chapter 605, Florida Statutes*

**ARTICLE I – NAME**

The name of this Limited Liability Company shall be  
**ON TRACK MARKETING & SALES LLC**  
(Hereinafter, "Company").

**ARTICLE II – ADDRESS**

The principal office address of this Company shall be:  
**14651 BISCAYNE BLVD STE 132  
NORTH MIAMI BEACH, FL 33181**

and the mailing address of this Company shall be:  
**SAME AS PRINCIPAL**

**ARTICLE III – INITIAL REGISTERED OFFICE AND AGENT**

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

**GUSTAVO H CLEMENTI  
14651 BISCAYNE BLVD STE 132  
NORTH MIAMI BEACH, FL 33181**

\_\_\_\_\_  
**Registered Agent**

*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..*

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**ARTICLE IV – MANAGEMENT**

The name and address of each person authorized to manage and control the Limited Liability Company until the successors are elected and qualified in accordance with the regulations of this Company:

<b>NAME</b>	<b>ADDRESS</b>
<b>GUSTAVO H CLEMENTI Manager</b>	<b>14651 BISCAYNE BLVD STE 132 NORTH MIAMI BEACH, FL 33181</b>

**ARTICLE V – DURATION / TERM OF EXISTENCE**

This Company shall commence its existence on the date of the filing of these Articles with the Department of State. The existence shall be perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE VI –PURPOSE OF BUSINESS AND POWERS**

This Company may engage in any legal and lawful activity or business permitted under the laws of the United States and of this state. This Company may exercise all power and rights which a limited liability company may exercise under the Florida Limited Liability Company Act.

**ARTICLE VII – ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to this Company except with the unanimous consent of the majority of the members of this Company and on the terms determined by these Articles of Organization.

**ARTICLE VIII – AMENDMENT**

These Articles of Organization may be amended in accordance with the Florida Limited Liability Company Act.

**ARTICLE IX – MEMBERS RIGHT TO CONTINUE BUSINESS**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event that terminates the continued membership



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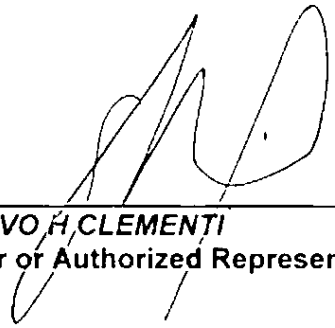
of a member in this Company, the remaining members shall have the right to continue the business provided there is at least one remaining member.

**ARTICLE XII – DISSOLUTION**

This Company may be dissolved at any time on the affirmative vote of at least two thirds (2/3) of majority of the members of this Company entitled to vote thereon. On dissolution, the Company's property and assets shall, after payment of all debts of the Company, be distributed to the members according to the preceding contribution of each one to the capital of this Company.

In accordance with section 605.0203 (1) (b), Florida Statutes, 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 s.817.155, F.S.

November 5, 2019.



**GUSTAVO H. CLEMENTI**  
Member or Authorized Representative of a Member

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FALL ACHASSEE

