

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: PANDA KITCHEN AND BATH EXPO CENTER, 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:

KATALINA PEÑARANDA, ESQ.
(Contact Person)
GUTTENMACHER & BOHATCH, P.A.
(Firm/Company)
7301 SOUTH WEST 57TH COURT, SUITE 560
(Address)
SOUTH MIAMI, FL 33143
(City, State and Zip Code)
LAW@GBPTaxLaw.com
E-mail Address: (to be used for future annual report notifications)

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<input type="checkbox"/> Return Receipt (hardcopy)	\$ _____	
<input type="checkbox"/> Return Receipt (electronic)	\$ _____	
<input type="checkbox"/> Certified Mail Restricted Delivery	\$ _____	
<input type="checkbox"/> Adult Signature Required	\$ _____	
<input type="checkbox"/> Adult Signature Restricted Delivery	\$ _____	
Postage	\$ 6.95	
Total Postage and Fees	\$ 6.95	
Sent To	Dept of State	
Street and Apt. No., or PO Box No.	2415 N. Monroe St Ste 810	
City, State, ZIP+4®	Tallahassee FL 32303	

PS Form 3800, April 2015 PSN 7530-02 000-9047 See Reverse for Instructions

For further information concerning this matter, please call:

KATALINA PEÑARANDA, ESQ. at (305) 666-1040
(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)

- | | | | |
|---|---|--|--|
| <input checked="" type="checkbox"/> \$150.00 Filing Fees (\$25 for Conversion & \$125 for Articles of Organization) | <input type="checkbox"/> \$155.00 Filing Fees and Certificate of Status | <input type="checkbox"/> \$180.00 Filing Fees and Certified Copy | <input type="checkbox"/> \$185.00 Filing Fees, Certified Copy, and Certificate of Status |
|---|---|--|--|

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

Street Address:
New Filing Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

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:
PANDA KITCHEN & BATH EXPO CENTER, INC. PD500115742
(Enter Name of Other Business Entity)

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

First organized, formed or incorporated under the laws of FLORIDA
(Enter state, or if a non-U.S. entity, the name of the country)

on 08/19/2005
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization:
PANDA KITCHEN & BATH EXPO CENTER, LLC
(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: _____
(The effective date: 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.)

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.

DEC 30 AM 8:41
FILED

Signed this _____ day of _____ 20_____.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: _____
Printed Name: XIANG HUANG Title: MANAGER

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

Signature: _____
Printed Name: XIANG HUANG Title: PRESIDENT

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)

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

PANDA KITCHEN & BATH EXPO CENTER, 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:

Mailing Address:

3250 NW 77 CT, Miami, FL 33122

3250 NW 77 CT, Miami, FL 33122

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:

XIANG HUANG

Name

3250 NW 77 CT

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

Miami

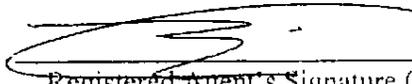
City

FL

33122

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)

(CONTINUED)

DEC 30 AM 9:41
11:21

