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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP

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MAIL

(Business Entity Name)

(Document Number)

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T. SCOTT



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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 13, 2020

GARY A FORSTER, ESQ.  
2200 LUCIEN WAY, SUITE 405  
MAITLAND, FL 32751

SUBJECT: APASOS USA (FLORIDA), LLC  
Ref. Number: W20000015243

We have received your document for APASOS USA (FLORIDA), LLC and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Certificate of Conversion must be signed by an authorized person.

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.

Tyrone Scott  
Regulatory Specialist II  
New Filings Section

Letter Number: 620A00003296



# FORSTERBOUGHMAN

Corporate ♦ Tax ♦ International

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\*\*BOARD CERTIFIED IN HEALTH LAW

\*\*BOARD CERTIFIED IN WILLS, TRUSTS & ESTATES

OLICENSED IN WASHINGTON, D.C.

•LICENSED IN NEVADA

February 26, 2020

**VIA FACSIMILE: 850-245-6061**

Registration Section  
 Division of Corporations  
 The Centre of Tallahassee  
 2415 N. Monroe Street, Suite 810  
 Tallahassee, FL 32303

Re: Conversion of Apasos USA, LLC into Apasos USA (Florida), LLC

Dear Sir or Madam:

As requested, I enclose corrected Articles of Conversion, with the necessary "Signature on Behalf of the Business Entity". I also enclose the Department of State's letter dated February 13, 2020.

Please let me know if you have any questions.

Sincerely,

Gary A. Forster

GAF/nvp  
 Enclosure

**COVER LETTER**

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

**SUBJECT:** Apasos USA (Florida), 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:

Gary A. Forster, Esq.  
(Contact Person)

ForsterBoughman  
(Firm/Company)

2200 Lucien Way, Suite 405  
(Address)

Maitland, FL 32751  
(City, State and Zip Code)

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

For further information concerning this matter, please call:

Gary A. Forster, Esq. at (407) 255-2055  
(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

**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:  
Apasos USA, I.L.C.

(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 St. Kitts-Nevis  
(Enter state, or if a non-U.S. entity, the name of the country)

on December 4, 2014  
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization:  
Apasos USA (Florida), 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.

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Signed this 21st day of January 2020

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

Signature of Authorized Representative: [Signature]  
Printed Name: Amaury A. Pasos, Jr. Title: Manager

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

Signature: [Signature]  
Printed Name: Amaury A. Pasos, Jr. Title: Manager

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

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)

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

**ARTICLE I - Name:**

The name of the Limited Liability Company is:

Apasos USA (Florida), 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:**

5215 Hillview Lane

Orlando, FL 32819

5215 Hillview Lane

Orlando, FL 32819

**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:

Amaury A. Pasos, Jr.

Name

5215 Hillview Lane

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

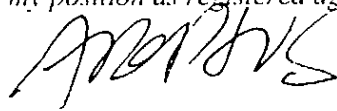
Orlando

City

FL 32819

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)

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**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

**Name and Address:**

Managh Holdings, LLC

5215 Hillview Lane

Orlando, FL 32819

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

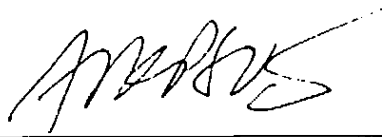
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(Use attachment if necessary)

**ARTICLE V: 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.

Amaury A. Pasos, Jr., Manager of Sole Member

\_\_\_\_\_  
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)**