

L20000094307

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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MAIL

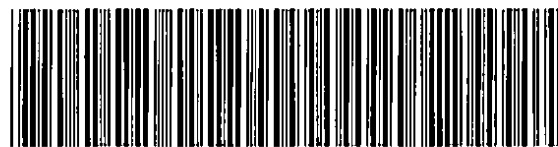
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer.

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 27, 2020

PAUL VAIRO
12487 SEMINOLE BLVD
LARGO, FL 33778

SUBJECT: VIPER VAPE & SMOKE LLC
Ref. Number: W20000021275

We have received your document for VIPER VAPE & SMOKE 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):

As a condition of a conversion, pursuant to s.605.0212(9) & s.605.0212(10), Florida Statutes, the entity must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the conversion is submitted for filing.

Please return 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.

Marti Simmons
Regulatory Specialist II

Letter Number: 520A00004331

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Viper Vape & Smoke 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:

Paul Vairo
(Contact Person)

Viper Vape & Smoke LLC
(Firm/Company)

12487 Seminole Blvd
(Address)

Largo FL 33778
(City, State and Zip Code)

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

For further information concerning this matter, please call:

Paul Vairo at (727) 270-7674
(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:

Viper Vape & Smoke Company
(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 11/15/18
(date of organization, formation or incorporation)

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

Viper Vape & Smoke LLC
(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: 2-1-2020

(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.

Signed this 28 day of JANUARY 2020

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: _____

Printed Name: Paul Vairo

Title: President

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

Signature: _____

Printed Name: Paul Vairo

Title: President

Signature: _____

Printed Name: Jeffrey Doty

Title: 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) |

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Viper Vape & Smoke 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:

12487 Seminole Blvd
L9190 FL 33778

Mailing Address:

12487 Seminole Blvd
L9190 FL 33778

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:

Paul Vairo

Name

12487 Seminole Blvd

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

L9190

City

FL FL 33778

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)

ARTICLE IV-

The name and address of each person authorized to manage and control the Limited Liability Company:

Title:

"AMBR" = Authorized Member

"MGR" = Manager

P

P

Name and Address:

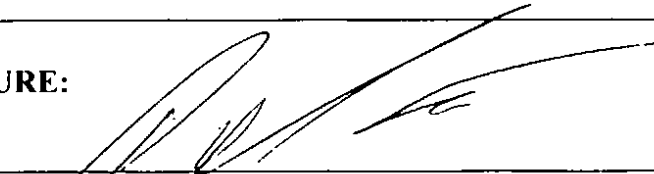
Paul Vairo
12487 Seminole Blvd
Largo FL 33778

Jeffrey Doty
12487 Seminole Blvd
Largo, FL 33778

(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.

Paul Vairo

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)