

LA 1000200192

(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:

LA-200192

Office Use Only



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04/05/21--01033--023 **150.00

FILED
2021 APR -5 AM 8:50
CLERK OF DISTRICT COURT
JULIA A. GIBBS

5724

March 18, 2021

Re: Articles of Organization and Conversion of Metabolic Promotion, LLC

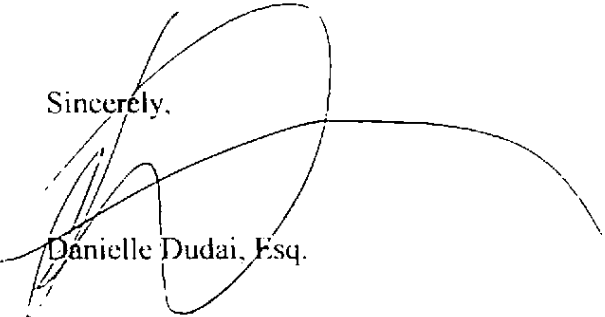
To Whom It May Concern:

In this envelope you will find:

- 1) Cover Letter
- 2) Check for \$150
- 3) Articles of Conversion
- 4) Certificate of Good Standing for Metabolic Promotion from Connecticut
- 5) Articles of Organization for new LLC

Please find the forms necessary to convert an "Other Business Entity" into a "Florida Limited Liability Company" pursuant to section 605.1045, Florida Statutes. We are seeking conversion of the Connecticut LLC – Metabolic Promotion – to a Florida LLC.

Sincerely,


Danielle Dudai, Esq.

FILED
2021 APR -5 AM 8:50

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Metabolic Promotion 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:

Danielle Dudai
(Contact Person)

Dudai Legal, P.A.
(Firm/Company)

3000 N. Federal Highway, Suite 8
(Address)

Fort Lauderdale, FL 33306
(City, State and Zip Code)

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

For further information concerning this matter, please call:

Danielle Dudai at (954) 903-4634
(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

Signed this 28 day of March 2021

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: [Signature]

Printed Name: Thomas O'Connor Title: Authorized member

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

Signature: [Signature]

Printed Name: Thomas O'Connor Title: Authorized member

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)

2021 APR -5 AM 8:50

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Office of the Secretary of the State of Connecticut

I, the Connecticut Secretary of the State, and keeper of the seal thereof,
DO HEREBY CERTIFY, that articles of organization for

METABOLIC PROMOTION, LLC

a domestic limited liability company, were filed in this office on January 04, 2018.

Articles of dissolution have not been filed, and so far as indicated by the records of this office such
limited liability company is in existence.



Secretary of the State

Date Issued: March 11, 2021

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:

Metabolic Promotion, LLC
(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 Connecticut
(Enter state, or if a non-U.S. entity, the name of the country)

on Jan 4, 2018
(date of organization, formation or incorporation)

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

Metabolic Promotion, LLC
(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: effective on filing
(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. Y

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. Y

FILED
2021 APR -5 AM 8:50
FLORIDA DEPARTMENT OF STATE

ARTICLES OF ORGANIZATION OF METABOLIC PROMOTION, LLC

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I. NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be METABOLIC PROMOTION, LLC and its principal office shall be located at **2151 E. Commercial Blvd, Suite 302, Fort Lauderdale, FL 33308**, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address shall be the same as the principal office address.

ARTICLE II. PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any

lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III. EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time-to-time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV. MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

Thomas O'Connor
2151 E. Commercial Blvd, Suite 302
Fort Lauderdale, FL 33308
Authorized Member AMBR

Wendy O'Connor
2151 E. Commercial Blvd, Suite 302
Fort Lauderdale, FL 33308
Authorized Member AMBR

ARTICLE V. MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company, by the terms of the Operating Agreement.

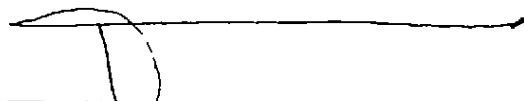
ARTICLE VI. DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members under the Operating Agreement.

ARTICLE VII. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 2151 E. Commercial Blvd, Suite 302, Fort Lauderdale, FL 33308 and the name of the company's initial registered agent at that address is Thomas O'Connor.

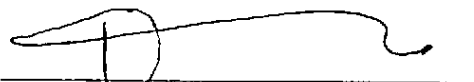
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept all the obligations of my position as registered agent as provided for in Chapter 605, F.S.



Registered Agent's Signature

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Metabolic Promotion, LLC. This document is executed in accord 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 provided for in s. 817.155, F.S.

Executed by the undersigned at Fort Lauderdale, Florida, on the 28 day of March 2021.



Thomas O'Connor
2151 E. Commercial Blvd, Suite 302
Fort Lauderdale, FL 33308
Authorized Member AMBR



Wendy O'Connor
2151 E. Commercial Blvd, Suite 302
Fort Lauderdale, FL 33308
Authorized Member AMBR