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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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☐ MAIL

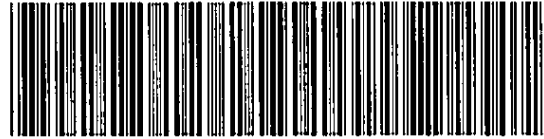
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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04/08/21--01022--011 **150.00

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SECRETARY OF STATE
FBI/DOJ/CTD

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COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: DCENTRAL HOLDINGS 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)

phil.francis11@gmail.com

E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

LIVIA DELGADO

at (480) 316-5224

(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

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SECRETARY OF STATE
TALLAHASSEE, FL

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:
DCENTRAL HOLDINGS 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 ARIZONA
(Enter state, or if a non-U.S. entity, the name of the country)

on 10/28/2020
(date of organization, formation or incorporation)

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

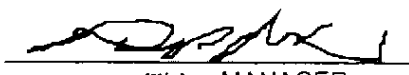
Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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.

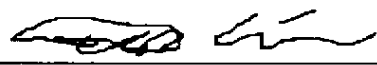
Signed this 30 day of MARCH 20 21.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: 

Printed Name: PHILIP C FRANCIS Title: MANAGER

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

Signature: 

Printed Name: PHILIP C FRANCIS 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
OF
DCENTRAL HOLDINGS LLC

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

ARTICLE I – NAME

The name of this Limited Liability Company shall be
DCENTRAL HOLDINGS LLC
(Hereinafter, "Company").

ARTICLE II – ADDRESS

The principal office address of this Company shall be:
1300 MONAD TERRACE UNIT 9C
MIAMI BEACH, FL 33139

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:

PHILIP C FRANCIS
1300 MONAD TERRACE UNIT 9C
MIAMI BEACH, FL 33139



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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STATE
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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:

NAME	ADDRESS
PHILIP C FRANCIS Manager	1300 MONAD TERRACE UNIT 9C MIAMI BEACH, FL 33139

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



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 X – 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.

March 30, 2021.



PHILIP C FRANCIS

Member or Authorized Representative of a Member

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SECRETARY OF STATE
TALLAHASSEE, FL

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STATE OF ARIZONA



Office of the CORPORATION COMMISSION

CERTIFICATE OF GOOD STANDING

I, the undersigned Executive Director of the Arizona Corporation Commission, do hereby certify that:

DCENTRAL HOLDINGS LLC

ACC file number: 23145220

was incorporated under the laws of the State of Arizona on 10/28/2020, and that, according to the records of the Arizona Corporation Commission, said limited liability company is in good standing in the State of Arizona as of the date this Certificate is issued.

This Certificate relates only to the legal existence of the above named entity as of the date this Certificate is issued, and is not an endorsement, recommendation, or approval of the entity's condition, business activities, affairs, or practices.

IN WITNESS WHEREOF, I have hereunto set my hand, affixed the official seal of the
Arizona Corporation Commission, and issued this Certificate on this date: 03/30/2021



A handwritten signature in black ink, reading "Matthew Neubert".

Matthew Neubert, Executive Director