

L23000544864

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

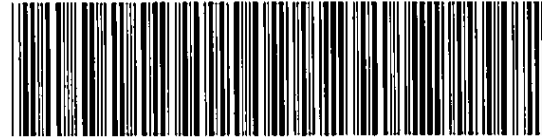
(Document Number)

Certified Copies _____

Certificates of Status _____

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Office Use Only



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DIRECTOR'S OFFICE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

2008 - 11 5:31



115 N CALHOUN ST., STE. 4
TALLAHASSEE, FL 32301
P: 866.625.0838
F: 866.625.0839
COGENCYGLOBAL.COM

Account#: I20000000088

Date: 12/08/2023

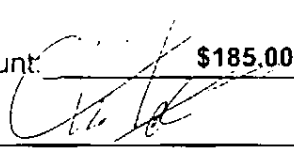
Name: CHRIS

Reference #: 2204377

Entity Name: GBM INTERNATIONAL TRADING AND COMPANY LLC

- ☒ Articles of Incorporation/Authorization to Transact Business
- ☐ Amendment
- ☐ Change of Agent
- ☐ Reinstatement
- ☒ Conversion
- ☐ Merger
- ☐ Dissolution/Withdrawal
- ☐ Fictitious Name
- ☒ Other CERTIFIED COPY & CERTIFICATE OF STATUS UPON FILING

Authorized Amount: \$185.00

Signature: 

✪ CORPORATE HQ
COGENCY GLOBAL INC.
10 E 40TH ST, 10TH FL
NY, NY 10016
D: +1.212.947.7200
P: 800.221.0102
F: 800.944.6607

✪ EUROPEAN HQ
COGENCY GLOBAL (UK) LIMITED
REGISTERED IN ENGLAND & WALES,
REGISTRY #301072
6 LLOYDS AVE, UNIT 4CL
LONDON EC3N 3AX
+44 (0)20.3961.3080

✪ ASIA PACIFIC HQ
COGENCY GLOBAL (HK) LIMITED
A HONG KONG LIMITED COMPANY
UNIT B, 1/F, LIPPO LEIGHTON TOWER
103 LEIGHTON RD, CAUSEWAY BAY
HONG KONG
P: +852.2682.9633
F: +852.2682.9790



115 N CALHOUN ST., STE. 4
TALLAHASSEE, FL 32301
P: 866.625.0838
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COGENCYGLOBAL.COM

Account#: 120000000088

Date: 12/08/2023

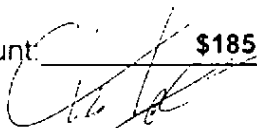
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Signature: 

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: GBM International Trading and Company 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:

Josee Chin

(Contact Person)

Foley & Lardner LLP

(Firm/Company)

2 S. Biscayne Blvd, Suite 1900

(Address)

Miami, FL 33131

(City, State and Zip Code)

skoo@gbm.net

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

For further information concerning this matter, please call:

Stefany Koo

(Name of Contact Person)

at (305) 597-3998

(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:
GBM INTERNATIONAL TRADING COMPANY LTD.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a limited 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 British Virgin Islands
(Enter state, or if a non-U.S. entity, the name of the country)

on June 15, 1992
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:
GBM International Trading and Company LLC
(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: January 1, 2024

(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.

2023 JUN 15 PM 5:03

Signed this 4th day of December 2023

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: [Signature]
Printed Name: Ruben Diaz Title: Authorized Officer

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

Signature: /s/Ruben Diaz
Printed Name: Ruben Diaz Title: Authorized Officer

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:

GBM International Trading and Company 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:

3470 N.W. 82 Avenue, Suite 650

Doral, FL 33122

Mailing Address:

3470 N.W. 82 Avenue, Suite 650

Doral, 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:

Stefany Koo

Name

3470 N.W. 82 Avenue, Suite 650

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

Doral

FL 33122

City

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.

DocuSigned by:

Stefany Koo

55F00CE371554432

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

AMBR

Name and Address:

General Business Machine Corporation

c/o Ruben Diaz, Foley & Lardner LLP

2 S. Biscayne Blvd, Ste1900, Miami, FL 33131

MGR

Carlos Francisco Pellas Chamorro

c/o Ruben Diaz, Foley & Lardner LLP

2 S. Biscayne Blvd, Ste1900, Miami, FL 33131

MGR

Ramon Javier Aguilar Revelo

Santa Ana, Condominio Camino de Santiago #4:

San Jose, Costa Rica

MGR

Ruben Diaz

Foley & Lardner LLP, 2 Biscayne Blvd, Ste1900

Miami, FL 33131

(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.

Ruben Diaz, Authorized Officer

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)

2020-01-10 09:15:32