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JB

W07-50176  
BRYAN OCT 10 2007

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** CLUB HOUSE ITALIA OF MIAMI, INC.

(Name of Resulting Florida Profit Corporation)

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.1115, F.S.

Please return all correspondence concerning this matter to:

FERNANDO VALDES

(Contact Person)

FERNANDO E. VALDES P.A

(Firm/Company)

10705 NW 33RD STREET SUITE 100

(Address)

MIAMI, FL 33172

(City, State and Zip Code)

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For further information concerning this matter, please call:

FERNANDO VALDES

at ( 305 ) 463-9831

(Name of Contact Person)

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$105.00 Filing Fees

☐ \$113.75 Filing Fees  
and Certificate of  
Status

☐ \$113.75 Filing Fees  
and Certified Copy

☒ \$122.50 Filing Fees,  
Certified Copy, and  
Certificate of Status

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

October 10, 2007

FERNANDO VALDES  
FERNANDO E. VALDES P.A.  
10705 NW 33RD STREET SUITE 100  
MIAMI, FL 33172

SUBJECT: CLUB HOUSE ITALIA OF MIAMI, INC.  
Ref. Number: W07000050176

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We have received your document for CLUB HOUSE ITALIA OF MIAMI, INC. and your check(s) totaling \$122.50. However, the document has not been filed and is being retained in this office for the following:

Before we can file conversion you will need to send letter saying you will not revoke dissolution filed on 09/17/2007,

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) 245-6043.

Joey Bryan  
Regulatory Specialist II

Letter Number: 007A00059506

Telephone: (305) 438-1660

Luca Buttazzoni  
90 NE 39<sup>th</sup> Street  
Miami, FL 33137

Fax (305) 4438-1636

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October 17, 2007

Florida Department of State  
Division of Corporations  
P.O Box 6327  
Tallahassee, FL 32314

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DIVISION OF CORPORATIONS  
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**RE: CLUB HOUSE ITALIA OF MIAMI, INC.**  
**REF. NUMBER: W07000050176**

To Whom It May Concern:

As per the request from the Department of State please be aware that the dissolution for Club House Italia of Miami, Inc.. filed on September 17<sup>th</sup>, 2007, will not be revoked.

If further information is needed please do not hesitate in contacting me.

Sincerely,



Luca Buttazzoni  
President

**Certificate of Conversion**  
For  
**"Other Business Entity"**  
Into  
**Florida Profit Corporation**

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SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
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This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following **"Other Business Entity"** into a Florida Profit Corporation in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

CLUB HOUSE ITALIA OF FLORIDA USA, LLC #L04000028821  
(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a LIMITED LIABILITY COMPANY  
(Enter entity type. Example: limited liability company, limited partnership, sole proprietorship, 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 04/14/2004  
(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation:**

CLUB HOUSE ITALIA OF MIAMI, INC.  
(Enter Name of Florida Profit Corporation)

5. If not effective on the date of filing, enter the effective date: \_\_\_\_\_  
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Incorporation, if an effective date is listed therein.)

X Signed this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_.

Signature: X

(Must be signed by a Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.)

Printed Name: X ALBERT VONSTELL Title: X \_\_\_\_\_

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## **ARTICLES OF INCORPORATION**

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

### **ARTICLE I      NAME**

The name of the corporation shall be:

CLUB HOUSE ITALIA OF MIAMI, INC.

### **ARTICLE II      PRINCIPAL OFFICE**

The principal place of business/mailing address is:

90 NE 39TH STREET  
MIAMI, FL 33137

### **ARTICLE III      PURPOSE**

The purpose for which the corporation is organized is:

ANY AND ALL LAWFUL BUSINESS

### **ARTICLE IV      SHARES**

The number of shares of stock is:

100

### **ARTICLE V      INITIAL OFFICERS AND/OR DIRECTORS**

List name(s), address(es) and specific title(s):

CLUB HOUSE ITALIA OF USA, LLC  
90 NE 39TH STREET  
MIAMI, FL 33137

### **ARTICLE VI      REGISTERED AGENT**

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

FERNANDO E VALDES    9519 SW 154TH PLACE    MIAMI, FL 33196

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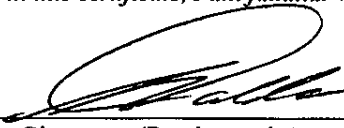
**ARTICLE VII INCORPORATOR**

The **name and address** of the Incorporator is:

FERNANDO E VALDES 9519 SW 154TH PLACE MIAMI, FL 33196

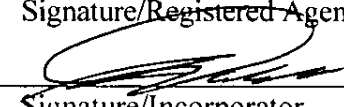
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*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity*

  
\_\_\_\_\_  
Signature/Registered Agent

  
\_\_\_\_\_  
Date

10/01/07

  
\_\_\_\_\_  
Signature/Incorporator

  
\_\_\_\_\_  
Date

10/01/07

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