

PO9000017065

(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:

W09000005967

Office Use Only

EFFECTIVE DATE 2/5/09



100142778661

02/05/09--01033--006 **105.00

FILED
09 FEB -5 AM 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BRUCE

FEB 24 2009

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: GREENSTAR NURSERIES 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:

SANDRA PEREZ
(Contact Person)

PB&A FINANCIAL SERVICES CORP
(Firm/Company)

174 NE 96 ST
(Address)

MIAMI, FL 33138
(City, State and Zip Code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

SANDRA PEREZ at (305) 758-1136
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|---|---|--|
| <input checked="" type="checkbox"/> \$105.00 Filing Fees | <input type="checkbox"/> \$113.75 Filing Fees
and Certificate of
Status | <input type="checkbox"/> \$113.75 Filing Fees
and Certified Copy | <input type="checkbox"/> \$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

February 16, 2009

SANDRA PEREZ
PB&A FINANCIAL SERVICES CORP
174 NE 96 ST
MIAMI, FL 33138

SUBJECT: GREENSTAR NURSERIES INC
Ref. Number: W09000005967

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

You failed to make the correction(s) requested in our previous letter.

Florida law requires the street address of the principal office and, if different the mailing address of the entity. A post office box is not acceptable for the principal office.

The effective date of the conversion cannot be prior to the date of filing nor more than 90 days after the date of filing and must be the same as the effective date listed in the Florida Articles of Organization, if any.

The effective date cannot be prior to 02/05/09, the date received by this office.

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) 245-6984.

Deborah Bruce
Regulatory Specialist II

Letter Number: 609A00005445



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 6, 2009

SANDRA PEREZ
PB&A FINANCIAL SERVICES CORP
174 NE 96 ST
MIAMI, FL 33138

SUBJECT: GREENSTAR NURSERIES INC
Ref. Number: W09000005967

FILED
09 FEB -5 AM 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for GREENSTAR NURSERIES INC and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date of the conversion cannot be prior to the date of filing nor more than 90 days after the date of filing and must be the same as the effective date listed in the Florida Articles of Incorporation, if any.

Sections 607.1113, 608.4403, 620.2104, and 620.8914, F.S., require the certificate of conversion to be signed by the converting entity as required by applicable law. If the converting entity is a corporation, the certificate of conversion must be signed by a chairman, vice chairman, officer, director, or an incorporator. If the converting entity is a limited liability company, the certificate of conversion must be signed by a member or an authorized representative of a member. If the converting entity is a general partnership or limited liability partnership, the certificate of conversion must be signed by a general partner. If the converting entity is a limited partnership or limited liability limited partnership, the certificate of conversion must be signed by all of the general partners. If the converting entity is another type of business entity, an authorized person must sign the certificate of conversion.

The registered agent must sign accepting the designation.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

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) 245-6984.

Deborah Bruce
Regulatory Specialist II

Letter Number: 309A00004368

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

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:

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a GREENSTAR NURSERIES LLC L080000039437
(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 04/18/2008

(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:**

GREENSTAR NURSERIES INC

(Enter Name of Florida Profit Corporation)

5. If not effective on the date of filing, enter the effective date: 01/01/09 2/5/09
(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.)

EFFECTIVE DATE 2/5/09

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FLORIDA
SECRETARY OF STATE

Signed this 02 day of FEBRUARY, 20 09.

Required Signature for Florida Profit Corporation:

(Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: [Signature]

Printed Name: SANDRA PEREZ Title: INCORPORATOR

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

Signature: [Signature]
Printed Name: [Signature] Title: incorporator

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

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.

If Florida Limited Liability Company:

Signature of a Member or Authorized Representative.

All others:

Signature of an authorized person.

Fees:

Certificate of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)

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TALLAHASSEE, FLORIDA

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:

GREENSTAR NURSERIES INC

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is:

600 GRAPETREE DRIVE APT 5GN
KEY BISCAYNE, FL 33149

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

THE PURPOSE IS TO ENGAGE IN ANY ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE
UNITED STATES AND THE STATE OF FLORIDA.

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):

GEORGINA DESTEFANO CLAYPOOL - DIRECTOR

ARTICLE VI REGISTERED AGENT

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

PB&A FINANCIAL SERVICES CORP
174 NE 96 ST
MIAMI, FL 33138

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ARTICLE VII INCORPORATOR

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

PB&A FINANCIAL SERVICES CORP
174 NE 96 ST
MIAMI, FL 33138

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



Signature/Incorporator



Date

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TALLAHASSEE, FLORIDA