

P090000 89579

(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:

CORADOMP

Office Use Only



600162142276

10/29/09--01002--010 **78.75

10/30/09--01001--008 **35.00

RECEIVED
09 OCT 28 PM 4:49
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
09 OCT 28 PM 12:54
SECRETARY OF STATE
DIVISION OF CORPORATIONS

B. KOHR

OCT 29 2009

EXAMINER

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: ASHLEY SMITH

DATE: 10-29-2009

REF. #: 001984.113507

CORP. NAME: 900 BISCAYNE MEZZANINE II, LLC

Attn: Buck
* please give 10/28
as file date *

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 OCT 28 PM 12:54

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |

☒ OTHER: CERTIFICATE OF CONVERSION

STATE FEES PREPAID WITH CHECK# _____ FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

☒ CERTIFIED COPY

☐ CERTIFICATE OF GOOD STANDING

☐ PLAIN STAMPED COPY

☐ CERTIFICATE OF STATUS

Examiner's Initials

RECEIVED
09 OCT 29 PM 12:15
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CERTIFICATE OF CONVERSION
FOR
900 BISCAYNE MEZZANINE II, LLC
INTO
900 BISCAYNE MEZZANINE II, INC.

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 ss. 607.1115 and 608.4401, Florida Statutes.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 OCT 28 PM 12:54

1. The name of the "other Business entity" immediately prior to the filing of this Certificate of Conversion is: **900 BISCAYNE MEZZANINE II, LLC.**

L05000096204

2. The "Other Business Entity" is a limited liability company first organized, formed or incorporated under the laws of Florida on September 29, 2005.

3. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation: **900 BISCAYNE MEZZANINE II, INC.**

4. The conversion and accompanying Articles of Incorporation shall be effective upon filing.

5. The Plan of Conversion has been adopted by the "Other Business Entity" in accordance with ss. 608.4401 and 608.4402, Florida Statutes.

6. The address of the principal address of the "Other Business Entity" is 1000 East Hallandale Beach Blvd, Hallandale Beach, Florida 33009

7. The "Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled, if any, under ss. 608.4351-608.4359, Florida Statutes.

Signed this 28th day of October, 2009.

Required Signature of Florida Profit Corporation:

Signature: _____

Printed Name: Raimundo Onetto

Title: Incorporator

Required Signature on behalf of Other Business Entity:

Signature: _____

Printed Name: Raimundo Onetto

Title: Manager

ARTICLES OF INCORPORATION
OF
900 BISCAYNE MEZZANINE II, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 OCT 28 PM 12:54

ARTICLE I

The name of this corporation is 900 Biscayne Mezzanine II, INC. (the "Corporation").

ARTICLE II

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act (the "Act").

ARTICLE III

The address of the principal office and the mailing address of the office of the Corporation is 1000 East Hallandale Beach Blvd, Hallandale Beach, Florida 33009.

ARTICLE IV

The capital stock authorized, the par value thereof, and the characteristics of such stock the Corporation shall be as follows:

<u>Number of Shares</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
<u>Authorized</u>		
1,000	\$.01	Common

The issuance of fractional shares shall be permitted.

ARTICLE V

The street address of the Corporation's initial registered office is 1000 East Hallandale Beach Blvd, Hallandale Beach, Florida 33009. and the name of its initial registered agent at such office is Raimundo Onetto.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws, who will serve as the Corporation's director(s) until successors are duly elected and qualified. The initial director of the Corporation is Raimundo Onetto.

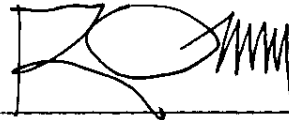
ARTICLE VII

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law.

ARTICLE VIII

The name of the Incorporator is Raimundo Onetto, and the address of the Incorporator is 1000 East Hallandale Beach Blvd, Hallandale Beach, Florida 33009.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 28th day of October, 2009.

A handwritten signature in black ink, appearing to be 'R. Onetto', written over a horizontal line.

Raimundo Onetto, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of 900 BISCAYNE MEZZANINE II, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

By: 

Name: Raimundo Onetto

Title: Registered Agent

Dated: October 28th, 2009