

P10000021760

(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:

Office Use Only



400167752784

02/23/10--01012--011 \*\*70.00

02/05/10--01018--023 \*\*35.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
10 MAR 10 AM 02

T. HAMPTON

MAR 11 2010

EXAMINER

010-6253

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** URBAN COFFEE + SMOOTHIE 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:

Germaine Adderty  
Contact Person

Urban Coffee + Smoothie Inc  
Firm/Company

11501 NW 27th Ave  
Address

Miami FL 33167  
City, State and Zip Code

gadderty@yahoo.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Germaine Adderty at (786) 541-4328  
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

RECEIVED

10 MAR 10 PM 4:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

February 23, 2010

GERMAINE ADDERLY  
11501 NW 27TH AVE  
MIAMI, FL 33167

SUBJECT: URBAN COFFEE & SMOOTHIE INC.  
Ref. Number: W10000006253

We have received your document for URBAN COFFEE & SMOOTHIE 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 Certificate of Conversion must contain the name of the corporation as set forth in the Florida Articles of Incorporation.

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 name must contain a word that will clearly indicate that it is a corporation. Such words include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

The document must state the number of shares of authorized stock. The consultation of a legal counsel is always recommended if uncertain of the appropriate number of shares to authorize.

You must list at least one incorporator with a complete business street address.

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

Please return the corrected original and one copy of 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) 245-6855.

Tammy Hampton  
Regulatory Specialist II  
Registration/Qualification Section

Letter Number: 210A00004389



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

RECEIVED

10 FEB 22 PM 4:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

February 8, 2010

GERMAINE B ADDERLY  
11501 NW 27TH AVE  
MIAMI, FL 33167

SUBJECT: URBAN CAPITAL INVESTMENT, LLC  
Ref. Number: L08000089595

We have received your document for URBAN CAPITAL INVESTMENT, LLC and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$70.00. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

Your document is being returned as per our phone conversation.

We are enclosing the proper form(s) with instructions for your convenience.

Please return the corrected original and one copy of 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) 245-6855.

Tammy Hampton  
Regulatory Specialist II  
Registration/Qualification Section

Letter Number: 010A00003155

**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:

Urban Capital Investments LLC

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, 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 9-19-08

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:**

URBAN COFFEE & SMOOTHIE 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.)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
10 MAR 10 AM 10:02

Signed this 17 day of FEB, 20 10.

**Required Signature for Florida Profit Corporation:**

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

Printed Name: Germaine Adderly Germaine Adderly

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

Signature: Germaine Adderly  
Printed Name: Germaine Adderly Title: OWNER

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.

Germaine Adderly

**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)

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:

Urban COFFEE + Smoothie INC.

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business/mailling address is:

11501 NW 27th Ave  
Miami FL 33167

**ARTICLE III PURPOSE**

The purpose for which the corporation is organized is:

Restaurant

**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):

Dwayne M. Hadley  
11501 NW 27 Ave  
MIAMI, FL 33167  
CO-owner

**ARTICLE VI REGISTERED AGENT**

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

Germaine Adderly  
11501 NW 27 Ave  
Miami FL 33167

**ARTICLE VII INCORPORATOR**

The name and address of the Incorporator is:

~~Dwayne M. Hadley~~ Germaine Adderly  
11501 NW 27th Avenue  
MIAMI, FL 33167

\*\*\*\*\*

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

Germaine Adderly  
Signature/Registered Agent  
Germaine Adderly  
Signature/Incorporator

2-17-2010  
Date  
3-5-2010  
Date

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
10 MAR 10 AM 10:06