

P10000081788

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

L03-16480

(Document Number)

Certified Copies \_\_\_\_\_

Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

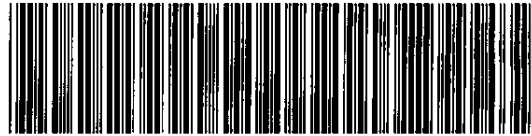
WI-44425

A. LUNT

OCT - 7 2010

EXAMINER

Office Use Only



500185422795

500185422795  
09/21/10--01018--015 \*\*25.00

10/07/10--01010--022 \*\*97.50

FILED  
2010 OCT - 6 AM 11:58  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

September 22, 2010

WILLIAM C. GERBER  
P.O. BOX 880088  
BOCA RATON, FL 33488

SUBJECT: HEMISPHERE INT'L. CORP.  
Ref. Number: W10000044423

We have received your document for HEMISPHERE INT'L. CORP. and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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

The fees to file the Certificate of Conversion and Articles of Incorporation total \$105.00 (\$35 filing fee for the Certificate of Conversion, \$35 filing fee for Articles of Incorporation, and \$35 for the Registered Agent Designation). Enclose an additional \$8.75 for each certified copy or certificate of status requested.

There is a balance due of \$80.00.

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) 245-6094.

Agnes Lunt  
Regulatory Specialist II

Letter Number: 010A00022553

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** HEMISPHERE INT'L. CORP.

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:

William C. Gerber

Contact Person

HEMISPHERE INT'L. CORP.

Firm/Company

PO BOX 880088

Address

BOCA RATON, FL 33488

City, State and Zip Code

bill.gerber@hemispherellc.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

William C. Gerber

Name of Contact Person

at ( 561 )

208-1516

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

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

**FILED**  
2010 OCT -6 AM 11:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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:

HEMISPHERE INTERNATIONAL, 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 MAY 7, 2003  
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:

FLORIDA

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

HEMISPHERE INT'L. CORP.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: OCTOBER 1, 2010  
(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.)

Signed this 27th day of SEPTEMBER, 2010.

**Required Signature for Florida Profit Corporation:**

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: William C. Gerber

Printed Name: William C. Gerber Title: Chairman

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

Signature: William C. Gerber  
Printed Name: William C. Gerber Title: Managing Member

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

**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)

**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:

HEMISPHERE INT'L. CORP.

**ARTICLE II    PRINCIPAL OFFICE**

The principal place of business/mailling address is:

PO BOX 880088

BOCA RATON, FL 33488

*3950 W. Hillsboro Blvd.  
unit 1321  
Coconut Creek, FL 33073*

**ARTICLE III   PURPOSE**

The purpose for which the corporation is organized is:

WHOLESALEERS, BROKERS, DISTRIBUTORS

**ARTICLE IV    SHARES**

The number of shares of stock is:

1000

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

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

WILLIAM C. GERBER, CHAIRMAN, DIRECTOR

3054 HYTHE C, BOCA RATON, FL 33434

SCOTT E. ORLOWSKY, VICE CHAIRMAN, DIRECTOR

400 LESLIE DR. HALLANDALE BEACH, FL 33009

**ARTICLE VI    REGISTERED AGENT**

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

WILLIAM C. GERBER

3054 HYTHE C

BOCA RATON, FL 33434

**ARTICLE VII   INCORPORATOR**

The name and address of the Incorporator is:

WILLIAM C. GERBER

3054 HYTHE C

BOCA RATON, FL 33434

\*\*\*\*\*

*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*

*William C. Gerber*

Signature/Registered Agent

*William C. Gerber*

Signature/Incorporator

09/27/10

Date

09/27/10

Date

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2010 OCT -6 AM 11:59

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