

PI10000004076

(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



000189631730

01/13/11--01008--010 **113.75

RECEIVED

11 JAN 13 AM 10:35

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

11 JAN 13 PM 2:18

B. KOHR

JAN 13 2011

EXAMINER

Charter Number Only

VALIDATION ONLY

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SECRETARY OF CORPORATION
DIVISION OF CORPORATION
11 JAN 13 PM 2:18

11011

White, White and Assoc.

Requestor's Name

One NE 2nd Ave 200

Address

Miami, FL 33132

City

State

ZIP

Phone

358-1100

CORPORATION(S) NAME

Avandis Laboratories, Inc.

- | | | |
|--|--|--|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input checked="" type="checkbox"/> Other Conversion |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input checked="" type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> After 4:30 | <input type="checkbox"/> Mail Out |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CR2E031 (R8-85)



Empire Toll Free: 1-800-432-3028

*Law Offices of
White, White and Associates, P.A.*

OSCAR A. WHITE
JAY A. WHITE

THE WHITE BUILDING • SUITE 200
ONE NORTHEAST SECOND AVENUE
Miami, Florida 33132-2503

TELEPHONE (305) 358-1100
FACSIMILE (305) 358-2503
Jawhite@speakeasy.net

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Wednesday, January 12, 2011

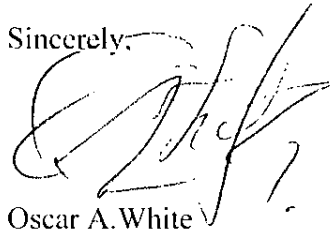
Empire Corporate Kit of America, Inc.
2444 Northwest 7th Place
Miami, Florida 33127

RE: Avandis Laboratories, Inc.

To whom it may concern:

Please forward to Tallahassee, print the appropriate shares and deliver the corporate book to this office. Enclosed please find a check in the amount of \$113.75 for filing fees and Certificate of Status. Kindly forward a bill. Thank you.

Sincerely,



Oscar A. White

Encls.

COVER LETTER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 JAN 13 PM 2:18

TO: Registration Section
Division of Corporations

SUBJECT: AVANDIS LABORATORIES, 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:

MERCEDES FLOREZ-WHITE

Contact Person

AVANDIS LABORATORIES, INC

Firm/Company

ONE N.E. 2nd. AVENUE, SUITE 204

Address

MIAMI, FLORIDA - 33132

City, State and Zip Code

dr.mflorez@myavandis.com

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

For further information concerning this matter, please call:

Mercedes Florez-White at (305) 2055569

Name of Contact Person

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- | | | | |
|---|--|---|--|
| <input type="checkbox"/> \$105.00 Filing Fees | <input checked="" 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

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:

AVANDIS LABORATORIES, LLC

L6960000 65672

Enter Name of Other Business Entity

2. The "Other Business Entity" is a LIMITED LIABILITY CORPORATION

(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 JULY 7th 2009

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:

N/A

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

AVANDIS LABORATORIES, 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.)

6. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and the requirements of s.607.1115, F.S., in effecting the conversion.

7. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
11 JAN 13 PM 2:18

Signed this 6th day of DECEMBER, 2010.

Required Signature for Florida Profit Corporation:

Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

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

Printed Name: _____ Title: _____

Required Signature(s) on behalf of Other Business Entity: Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S. [See below for required signature(s).]

Signature: _____

Printed Name: BRESY JARAMILLO Title: PRESIDENT

Signature: _____

Printed Name: MERCEDES FLOREZ-WHITE Title: VICEPRESIDENT

Signature: _____

Printed Name: MARTIN FLOREANI Title: SECRETARY-TREASURER

(The above-listed individuals are signing on behalf of both the converting entity, AVANDIS LABORATORIES, LLC, and the resulting entity, AVANDIS LABORATORIES, INC.)

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)

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:

AVANDIS LABORATORIES, INC

ARTICLE II PRINCIPAL OFFICE

Principal street address

ONE N.E. 2nd AVENUE, SUITE 204

MIAMI, FL 33132

Mailing address, if different is:

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

Manufacture, sales and distribution of pharmaceutical, OTC, health consumer and cosmetic products. Research and development of health care products.

ARTICLE IV SHARES

The number of shares of stock is: **100,000 No par value**

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: **BRESLY JARAMILLO** *P.E.*

Address: ONE N.E. 2nd AVENUE, SUITE 204

MIAMI, FL 33132

Name and Title:

Address:

Name and Title: **MERCEDES FLOREZ-WHITE** *V.P.*

Address: ONE N.E. 2nd AVENUE, SUITE 204

MIAMI, FL 33132

Name and Title:

Address:

Name and Title: **MARTIN FLOREANI** *Sec. Ret.*

Address: ONE N.E. 2nd AVENUE, SUITE 204

MIAMI, FL 33132

Name and Title:

Address:

MERCEDES FLOREZ-WHITE

ARTICLE VI REGISTERED AGENT

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

Name: **MERCEDES FLOREZ-WHITE**

Address: ONE N.E. 2nd AVENUE, SUITE 204

MIAMI, FL 33132

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Name: **MERCEDES FLOREZ-WHITE**

Address: ONE N.E. 2nd AVENUE, SUITE 204

MIAMI, FL 33132

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]
Required Signature/Registered Agent

Dec. 6, 2010
Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

[Signature]
Required Signature/Incorporator

Dec. 6, 2010
Date

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SECRETARY OF CORPORATION
DIVISION OF CORPORATIONS
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