P11000069514

(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



500210440245

08/01/11--01008--005 **113.75

2011 AUG - 1 AM 10: 28
SECRETARY OF STATE

J. SAULSBERRY EXAMINER

AUG 3 2011

COVER LETTER

TO:	Registration Division of C						
SUBJ	ECT: SEMA	XIS NORTH AMERIC	CA LLC				
			esulting Florida P	rofit Cor	poration	-	
					, and fees are submitted cordance with s. 607.11		t an
Please	return all corr	espondence concerning	g this matter to	•			
BERE	NICE IPIA-F	FELICIANO					
		Contact Person					
PRA	TS FERNA	NDEZ & CO					
		Firm/Company					
2121	PONCE DE L	EON BLVD. SUITE 2	40				
		Address				TAL SE	201
CORA	AL GABLES,	FL 33134				CRE	2011 AUG
	(City, State and Zip Code		_		TAR) ASSI	<u></u>
		FERNANDEZ.COM be used for future annual re		_		CRETARY OF ST LAHASSEE, FLO	AH 10: 28
For fu	rther informati	on concerning this mat	tter, please call	:		RIDA	: 28
BERE	NICE IPIA-FE	ELICIANO	at (305) 444	8333	. ~	
	Name of Cor	ntact Person	Area Code a	nd Dayti	me Telephone Number		
Enclos	sed is a check	for the following amou	nt:				
□ \$105	5.00 Filing Fees	□\$113.75 Filing Fees and Certificate of Status	■\$113.75 Filin and Certified Co		□\$122.50 Filing Fees, Certified Copy, and Certificate of Status		
	ET ADDRES	<u>S:</u>			ADDRESS:		
Registration Section Division of Corporations			-	Registration Section Division of Corporations			
			Box 6327				

Tallahassee, FL 32314

2661 Executive Center Circle

Tallahassee, FL 32301

Certificate of Conversion For "Other Business Entity" Into

Florida Profit Corporation

This Certificate of Conversion <u>and attached Articles of Incorporation</u> 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: SEMAXIS NORTH AMERICA LLC Enter Name of Other Business Entity
SEMAXIS NORTH AMERICA LLC
Enter Name of Other Business Entity
2. The "Other Business Entity" is a LIMITIED 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 JULY 11, 2011
On JULY 11, 2011 Enter date "Other Business Entity" was first organized, formed or incorporated 5 5 5 5 5 5 5 5 5 5 5 5 5 5 5 5 5 5 5
3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws which it is now organized, formed or incorporated:
N/A
4. The name of the Florida Profit Corporation as set forth in the <u>attached Articles of Incorporation:</u>
SEMAXIS NORTH AMERICA, 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.

Signed this 27 day of JULY	, 20	
Required Signature for Florida Profit Corporation	<u>ı:</u>	
Individual signing affirms that the facts stated in this da third degree felony as provided for in s.817.155, F.S.		
- 11		
Signature of Chairman, Vice Chairman, Director, Offiselected, an Incorporator:	icer, or, if Directors or Officers have not been	
Printed Name: MARTHA J. GOMEZ Title: PR	ESIDENT	
Required Signature(s) on behalf of Other Business En		
stated in this document are true. Any false information	1 constitutes a third degree felony as provided for in	
s.817.155, F.S. [See below for required signature(s).]		
at .		
Signature:T	P!41	
Printed Name:1	itte:	
Signature:		
Signature: T	îitle:	
· · · · · · · · · · · · · · · · · · ·		
Signature:		
Signature: T	Fitle:	
Signature:T		
Printed Name:T	itle:	
	<i>></i>	Π
Signature: T		
Printed Name:1	itle: SS 1	
C'	mo 💂 r	T
Signature: T	OF STATE	
rinted Name: i		, ,
If Florida General Partnership or Limited Liability P	Fitle: Partnership:	
Signature of one General Partner.	arthersmp.	
organization of one control rateller.		
If Florida Limited Partnership or Limited Liability L	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)

\$8.75 (Optional) Certificate of Status:

ARTICLES OF INCORPORATION
In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

2121 PONCE DE LEON BLVD. SUITE 240 CORAL GABLES, FL 33134 ARTICLE III PURPOSE The purpose for which the corporation is organized is: ANY AND ALL LAWFULL BUSINESS ARTICLE IV SHARES The number of shares of stock is: Name and Title: Address: 2121 PONCE DE LEON BLVD. SUITE 240 CORAL GABLES, FL 33134 ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS Name and Title: Address: 2121 PONCE DE LEON BLVD. SUITE 240 Address: Address: Name and Title:	ar iicle ii	PRINCIPAL OFFICE			nn		
CORAL GABLES, FL 33134 ANY AND ALL LAWFULL BUSINESS ANTICLE IV SHARES The number of shares of stock is: 500 RETICLE V INITIAL OFFICERS AND/OR DIRECTORS Name and Title: MATHAL OFFICERS AND/OR DIRECTORS Name and Title: Address: Address	2121 DO	Principal street address					
ANY AND ALL LAWFULL BUSINESS IRTICLE IV SHARES he number of shares of stock is: 500 IRTICLE V INITIAL OFFICERS AND/OR DIRECTORS Name and Title: MARTHAL JONES: PRESORET Name and Title: MARTHAL JONES: PRESORET NAME and Title: Address: 212 PROMED BLEON BLVD. SUITE 240 CORAL GABLES, PL Name and Title: Name and Title: Address:					E 240		
The purpose for which the corporation is organized is: ANY AND ALL LAWFULL BUSINESS ARTICLE V SHARES The number of shares of stock is: 500 ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS Name and Title: Martin 1. Corporation Suppose the Leon Bluto. Suppose 1. Address: CORAL GABLES, FL. Name and Title: Name and Title: Address: Address	CORAL GA	DLEG, FL 00 104	JOHN LO	DEEG, 12 00 104			
The number of shares of stock is: 500 ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS Name and Title: MARTHAL GOMEZ. PRESIDENT Address: 2315 PONCE DELEON BLVD. SUITE 240	The purpose for wh	nich the corporation is organized is:	NEGO				
The number of shares of stock is: 500 ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS Name and Title: MARTICLA LOCALES, FL. Address: 242 PONCE DE LEGION BLVD. SUITE 240 CORAL GABLES, FL. Name and Title: Name and Title: Address:			NE99				
Name and Title: MARTHAL GONGEL ELEON BLYO. SUITE 240 Address: Address: Name and Title: Address: Address: Name and Title: Address:		C + 1 '					
Address: Name and Title: Name and Title: Address: Address							
Name and Title: Address: A		IC: MARTHA J. GOMEZ - PRESIDENT	Name and Title	:			
Name and Title: Address: Address: Name and Title: Address: Name and Title: Address: Name and Title: Address: Address: Address: Address: Address: Address: PRATS FERNANDEZ & CO Address: Address: PRATS FERNANDEZ & CO Address: Address: Address: PRATS FERNANDEZ & CO Address: Address: PRATS FERNANDEZ & CO Address: Address: PRATS FERNANDEZ & CO Address: Address: Address: Address: PRATS FERNANDEZ & CO Address:	Aduress:	CORAL GABLES, FI	Address:		1		
Name and Title: Address: Addre					≥s	23	_
Name and Title: Name and Title: Name and Title: Name and Title: Name and Title: Name and Title: Name and Title: Name and Title: Name and Title: Name and Title: Name and Title: Name and Title: Name and Title: Name and Title: Name and Title: Name:		•	· · ·			~~~	_
Name and Title: Name and Title: Name and Ti				:		~	
Name and Title: Address: Address: Address: Address: PRATS FERNANDEZ & CO PRATS FERNANDEZ & CO Address: PRATS FERNANDEZ & CO PRATS FERNANDEZ & CO PRATS FERNANDEZ & CO PRATS FERNANDEZ & CO TO PRATS FERNANDEZ & CO PRATS F	Address:		Address:	 	<u>></u>	<u></u>	
Name and Title: Address: Address: Address: Address: PRATS FERNANDEZ & CO PRATS FERNANDEZ & CO Address: PRATS FERNANDEZ & CO Address: 2121 PONCE DE LEON BLVD. SUITE 240 CORAL GABLES, FL 33134 RETICLE VII INCORPORATOR The name and address of the Incorporator is: Name: CABRIEL PRATS Address: 2121 PONCE DE LEON BLVD. SUITE 240 CORAL GABLES, FL 33134 Address: 2121 PONCE DE LEON BLVD. SUITE 240 CORAL GABLES, FL 33134 Aving been named as registered agent to accept service of process for the above stated corporation at the place designated in its certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity T-2L-11 Required Signature/Registered Agent Date Submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a cocument to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.							- [
Name and little: Address: Address: PRATS FERNANDEZ & CO Ad							— <u>;</u> -
Address: Address: PRATS FERNANDEZ & CO Address: PRATS FERNANDEZ & CO PRATS FERNANDEZ & CO Address: PRATS FERNANDEZ & CO PRATS FERNANDEZ & CO PRATS FERNANDEZ & CO Address: PRATS FERNANDEZ & CO PRATS FERNAN	Name and Tit	le·	Name and Title		- T		\$
IRTICLE VI REGISTERED AGENT The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is: Name: PRATS FERNANDEZ & CO Address: 2121 PONCE DELEON BLVD. SUITE 240 CORAL GABLES, FL 33134 IRTICLE VII INCORPORATOR The name and address of the Incorporator is: Name: Address: 2121 PONCE DELEON BLVD. SUITE 240 CORAL GABLES, FL 33134 Inving been named as registered agent to accept service of process for the above stated corporation at the place designated in its certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity T-2L-11 Required Signature/Registered Agent Date Submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a coument to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. T-2L-11		· · · · · · · · · · · · · · · · · · ·	Address:	·	<u> </u>	75	Ĺ
RRTICLE VI REGISTERED AGENT the name and Florida street address (P.O. Box NOT acceptable) of the registered agent is: Name: PRATS FERNANDEZ & CO Address: 2121 PONCE DE LEON BLVD. SUITE 240 CORAL GABLES, FL 33134 RRTICLE VII INCORPORATOR the name and address of the Incorporator is: Name: Address: 2121 PONCE DE LEON BLVD. SUITE 240 CORAL GABLES, FL 33134 Idaying been named as registered agent to accept service of process for the above stated corporation at the place designated in also certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity T-2L-1/ Required Signature/Registered Agent Date Submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a focument to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.						7.7	_
The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is: Name: PRATS FERNANDEZ & CO Address: 2121 PONCE DE LEON BLVD. SUITE 240 CORAL GABLES, FL 33134 ARTICLE VII INCORPORATOR The name and address of the Incorporator is: Name: Address: 2121 PONCE DE LEON BLVD. SUITE 240 CORAL GABLES, FL 33134 Address: 2121 PONCE DE LEON BLVD. SUITE 240 CORAL GABLES, FL 33134 Adving been named as registered agent to accept service of process for the above stated corporation at the place designated in his certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity 7-2L-1/ Required Signature/Registered Agent Date submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a coument to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. 7-2L-1/				PRATS FERNANDEZ & CO	Şm ⊝m		_
The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is: Name: PRATS FERNANDEZ & CO Address: 2121 PONCE DE LEON BLVD. SUITE 240 CORAL GABLES, FL 33134 ARTICLE VII INCORPORATOR The name and address of the Incorporator is: Name: Address: 2121 PONCE DE LEON BLVD. SUITE 240 CORAL GABLES, FL 33134 Address: 2121 PONCE DE LEON BLVD. SUITE 240 CORAL GABLES, FL 33134 Adving been named as registered agent to accept service of process for the above stated corporation at the place designated in his certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity 7-2L-1/ Required Signature/Registered Agent Date submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a coument to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. 7-2L-1/	RTICLE VI	REGISTERED AGENT					
Name: Address: 2121 PONCE DE LEON BLVD. SUITE 240 CORAL GABLES, FL 33134 ARTICLE VII INCORPORATOR The name and address of the Incorporator is: Name: GABRIEL PRATS Address: 2121 PONCE DE LEON BLVD. SUITE 240 CORAL GABLES, FL 33134 Inving been named as registered agent to accept service of process for the above stated corporation at the place designated in his certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity T-2L-1/ Required Signature/Registered Agent Submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a focument to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.			table) of the registered age	ent is:			
CORAL GABLES, FL 33134 ARTICLE VII INCORPORATOR The name and address of the Incorporator is: Name: GABRIEL PRATS Address: 2121 PONCE DE LEON BLVD. SUITE 240 CORAL GABLES, FL 33134 Laving been named as registered agent to accept service of process for the above stated corporation at the place designated in his certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity T-2L-1/ Required Signature/Registered Agent Date submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a coument to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.							
The name and address of the Incorporator is: Name: OBBRIEL PRATS Address: 2121 PONCE DE LEON BLVD. SUITE 240 CORAL GABLES, FL 33134 Idaving been named as registered agent to accept service of process for the above stated corporation at the place designated in his certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity T-26-1/ Required Signature/Registered Agent Date submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a cocument to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.	Address:	2121 PONCE DE LEÓN BLVD. SUITE 240	 				
The name and address of the Incorporator is: Name: CABRIEL PRATS Address: 2121 PONCE DE LEON BLVD. SUITE 240 CORAL GABLES, FL 33134 Idaving been named as registered agent to accept service of process for the above stated corporation at the place designated in his certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity T-2L-1/ Required Signature/Registered Agent Date submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a cocument to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.		CORAL GABLES, FL 33134					
The name and address of the Incorporator is: Name: GABRIEL PRATS Address: 2121 PONCE DE LEON BLVD. SUITE 240 CORAL GABLES, FL 33134 Idaving been named as registered agent to accept service of process for the above stated corporation at the place designated in his certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity T-2L-1/ Required Signature/Registered Agent Date submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a focument to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.	RTICLE VII	INCORPORATOR					
Name: Address: 2121 PONCE DE LEON BLVD. SUITE 240 CORAL GABLES, FL 33134 Idving been named as registered agent to accept service of process for the above stated corporation at the place designated in his certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity 7-26-11 Required Signature/Registered Agent Date submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a focument to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.							
laving been named as registered agent to accept service of process for the above stated corporation at the place designated in a certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity T - 2L - Required Signature/Registered Agent Date		 .					
laving been named as registered agent to accept service of process for the above stated corporation at the place designated in a certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity T - 2L - Required Signature/Registered Agent Date	Address:	2121 PONCE DE LEON BLVD. SUITE 240					
Required Signature/Registered Agent Submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a focument to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.							
submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a ocument to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. 7-24-11						esignate	d in
submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a ocument to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. 7-24-11		Sheat	7-20				
ocument to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. 7-24-11	Requir	red Signature/Registered Agent	Date	:			
- 1-26-11	submit this docum ocument to the De	nent and affirm that the facts stated her partment of State constitutes a third degr	ein are true. I am aware ee felony as provided for t	that any false inform in s.817.155, F.S.	nation su	bmitted	in a
1-6-11		(le +	フュ	/ 11			
		Separal	1-2	L-11			