

P 11000097431

(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:

CONVERSION

Office Use Only



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2011 NOV -9 PM 12:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

J. SAULSBERRY  
EXAMINER

NOV 10 2011

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Sano Seafoods, 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:

Barbara Jean Militello

Contact Person

Barbara Jean Militello MBA, EA

Firm/Company

4101 NE 27th Terrace

Address

Lighthouse Point, FL 33064

City, State and Zip Code

b.militello@comcast.net

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

For further information concerning this matter, please call:

Barbara Jean Militello

Name of Contact Person

at ( 954 )

783-9215

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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:

Sano Seafoods 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 June 12, 2008

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 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**

Sano Seafoods 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 STATE  
TALLAHASSEE, FLORIDA

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Signed this 24 day of October, 2011.

**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: [Signature]

Printed Name: Marcia A. Bemiller Title: Incorporator

**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: [Signature]  
Printed Name: Marcia A. Bemiller Title: MGR

Signature: [Signature]  
Printed Name: Pablo Ovalle Guzman Title: MGR

Signature: [Signature]  
Printed Name: Sergio Ovalle Guzman Title: MGR

Signature: [Signature]  
Printed Name: Jovino Mackenna Novoa Title: MGR

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)

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TALLAHASSEE, FLORIDA

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**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: **Sano Seafoods, Inc.**

**ARTICLE II PRINCIPAL OFFICE**

Principal street address  
3421 Aladdin Way  
Pompano Beach, FL 33069

Mailing address, if different is:  
PO Box 23847  
Fort Lauderdale, FL  
33307

**ARTICLE III PURPOSE**

The purpose for which the corporation is organized is:  
**Sales of Seafood imported from Chile primarily**

**ARTICLE IV SHARES**

The number of shares of stock is: **10**

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

Name and Title: **Pablo Guzman, CEO**  
Address: **LTDA- Health Seafood**  
**Klenner 215**  
**Puerto Varas, Chile**

Name and Title: **Sergio Guzman, Drotops**  
Address: **LTDA Health Seafood**  
**Klenner 215**  
**Puerto Varas, Chile**

Name and Title: **Marcy Bemiller, President**  
Address: **PO Box 23847**  
**Fort Lauderdale, FL 33307**

Name and Title: \_\_\_\_\_  
Address: \_\_\_\_\_

Name and Title: **Jovino Navoa, CFO**  
Address: **LTDA- Health Seafood**  
**Klenner 215**  
**Puerto ~~Varas~~ Varas, Chile**

Name and Title: \_\_\_\_\_  
Address: \_\_\_\_\_  
**Marcy A. Bemiller**

**ARTICLE VI REGISTERED AGENT**

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

Name: **Marcia A. Bemiller**  
Address: **3421 Aladdin Way**  
**Pompano Beach, FL 33069**

**ARTICLE VII INCORPORATOR**

The name and address of the Incorporator is:


Name: **Marcia A. Bemiller**  
Address: **3421 Aladdin Way**  
**Pompano Beach, FL 33069**

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

  
\_\_\_\_\_  
Required Signature/Registered Agent

**10/24/11**  
\_\_\_\_\_  
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.

  
\_\_\_\_\_  
Required Signature/Incorporator

**10/24/11**  
\_\_\_\_\_  
Date

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**TALLAHASSEE, FLORIDA**