

P12 00000013366

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

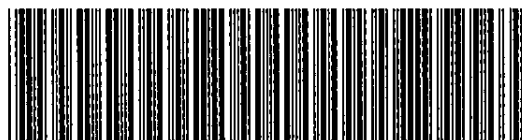
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FEB - 8 2012

EXAMINER



100220356291

02/07/12--01009--022 **105.00

FILED
12 FEB - 7 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: IMECA SYSTEMS, LLC

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:

JORGE E. BLANCO, ESQ.

Contact Person

JORGE E. BLANCO, P.A.

Firm/Company

1401 PONCE DE LEON BOULEVARD, SUITE 202

Address

CORAL GABLES, FLORIDA 33134

City, State and Zip Code

jorgeblancolaw@bellsouth.net

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

For further information concerning this matter, please call:

YAMI MARTORY

Name of Contact Person

at (305) 444-0044

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

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

IMECA SYSTEMS, 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 12/02/2011

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**:

IMECA SYSTEMS, CORP.

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.

FILED
12 FEB - 7 PM 1:11
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Signed this 30 day of January, 2012.

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: TONY COCCHIOLA Title: President

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: TONY COCCHIOLA Title: Mgr.

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.

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
OF
IMECA SYSTEMS, CORP.**

I, TONY COCCHIOLA, the undersigned subscriber of these Articles of Incorporation, a natural person, competent to contract, and desiring to form a corporation under the laws of the State of Florida, hereby certify as follows:

ARTICLE I

The name of the proposed corporation is:

IMECA SYSTEMS, CORP.

ARTICLE II

This corporation shall have perpetual existence beginning on:

Date of incorporation.

ARTICLE III

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

The maximum number of shares of stock which the corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock, with a par value of \$1.00 per share.

ARTICLE V

The principal place of business and mailing address of this corporation shall be:

8400 NW 58 St., Miami, Florida 33166

or at such other place as may later be designed by the Board of Directors, with branch offices in such other cities, towns, states, or countries as may from time to time be authorized by its Board of Directors.

ARTICLE VI

The name of the initial registered agent of this corporation shall be:

JORGE E. BLANCO, ESQ.

whose address shall be the address of the registered and principal office of this corporation.

**JORGE E. BLANCO, P.A.
1401 Ponce De Leon Blvd., #202
Coral Gables, Florida 33134
Telephone No.: (305) 444-0044
Florida Bar No.: 197807**

ARTICLE VII

The business of this corporation shall be conducted by a Board of Directors which shall consist of not less than 1 and not more than 3, as shall from time to time be designated in the By-Laws of this corporation, and a majority thereof shall constitute a quorum for the transaction of all business.

ARTICLE VIII

The names and street addresses of the first Board of Directors who subject to the provisions of these articles of incorporation, the By-Laws of this Corporation, and the laws of the State of Florida, shall hold office for the first year of corporate existence or until their successors are elected and are duly qualified, are:

DIRECTORS:

NAMES	ADDRESS
<u>TONY COCCHIOLA</u>	8400 NW 58 St., Miami, Florida 33166

ARTICLE IV

The name and street address of each incorporator of this corporation is:

NAMES	ADDRESS
<u>TONY COCCHIOLA</u>	8400 NW 58 St., Miami, Florida 33166

ARTICLE X

The By-Laws of this Corporation may be created, amended, or changed by either the Stockholders or the Directors at any regular or duly scheduled special meeting.

ARTICLE XI

This Corporation shall have, in addition to a President, Vice-President, Secretary and Treasurer, such other additional officers as may be created from time to time, by and under the authorization of its By-Laws. A failure to elect a president, a secretary or a treasurer shall not affect the existence of the corporation.

ARTICLE XII

All officers, agents and factors shall be chosen in such manner, hold their offices, for such terms and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any two or more offices may be held by the same person.

ARTICLE XIII

Every person who now is or hereafter shall become a Director of this Corporation, shall be indemnified by the corporation against all costs and expenses (including attorney's fees) hereafter reasonably incurred by or imposed upon him in connection with or resulting from any action, suit, or proceedings, of whatever nature, to which he/she is or shall be made a part by reason of his/her being or having been a Director of the corporation, (whether or not he is a



TONY COCCHIOLA, Subscriber

STATE OF FLORIDA

)
)SS
)

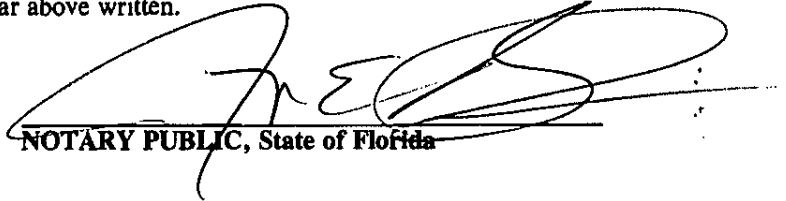
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY, that on the 30 day of January, 2012, personally appeared before me, an authorized officer duly commissioned to administer oaths and take acknowledgments:

TONY COCCHIOLA

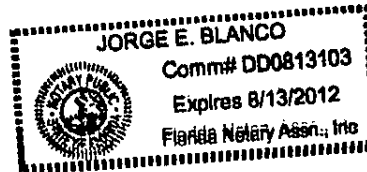
to me well known and known to me to be the person who executed the foregoing Articles of Incorporation, and acknowledged that he signed and executed the same for the uses and purposes herein stated and who produced a Florida D.R. Lic., as identification..

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, County of Miami-Dade, State of Florida, the day and year above written.



NOTARY PUBLIC, State of Florida

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON
WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted in compliance with said Act:

That **IMECA SYSTEMS, CORP.**, desiring to organize under the laws of the State of Florida, and with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Miami-Dade, State of Florida, has named **JORGE E. BLANCO, ESQ.**, located at: **1401 Ponce De Leon Boulevard, #202 , Coral Gables, State of Florida, 33134** as its Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

BY: _____


JORGE E. BLANCO, ESQ. Registered Agent