

P12000095049

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

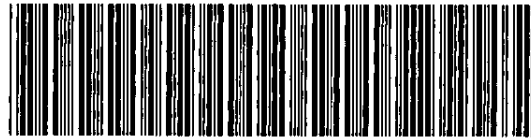
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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12 NOV 13 PM 12:39

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BOSTICK  
NOV 15 2012  
EXAMINER

## COVER LETTER

**TO: Registration Section**  
**Division of Corporations**

SUBJECT: RHINO Co GROUP, 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:**

Michael Alfaro  
Contact Person

Firm/Company

12325 SW 131 AVE  
Address

Miami, FL 33186  
City, State and Zip Code

INFO (a) RHINOCOFITNESS.COM  
E-mail address: (to be used for future annual report notification)

**For further information concerning this matter, please call:**

Michael Alfano at (305) 878-5601  
Name of Contact Person 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**

SECURITY OF STATE  
TALLAHASSEE, FLORIDA

12 NOV 13 PH 12:39

**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:

RHINOCO Fitness, LLC.

L11000056259

Enter Name of Other Business Entity

2. The "Other Business Entity" is a LLC  
(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 05/01/2011  
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:

Florida

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

RHINOCO Group, INC.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: 05/01/2011  
(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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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

DATED AS EFF DATE OF LLC.  
05/01/2011

WE WOULD LIKE TO  
KEEP ORIGINAL  
EFFECTIVE DATE.

Signed this 5<sup>th</sup> day of NOVEMBER, 20 12.

**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: Michael Alfaro Title: Chairman. (P)

**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: Michael Alfaro Title: Chairman (P)

Signature: \_\_\_\_\_  
Printed Name: NATHAN FORSTEL Title: Chairman (P)

Signature: \_\_\_\_\_  
Printed Name: EDWARD PACE Title: Treasurer

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: (LLC)**

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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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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: RHINO Co Group, INC.

**ARTICLE II PRINCIPAL OFFICE**

Principal street address  
12325 SW 131 AVE  
MIAMI, FL 33186

Mailing address, if different is: SAME  
12325 SW 131 AVE  
MIAMI, FL 33186

**ARTICLE III PURPOSE**

The purpose for which the corporation is organized is:

HEALTH & FITNESS MANAGEMENT GROUP. (OFFICE)

**ARTICLE IV SHARES**

The number of shares of stock is: 1,000,000

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

Name and Title: MICHAEL ALFARO (PRESIDENT) Name and Title: \_\_\_\_\_  
Address: 12325 SW 131 AVE Address: \_\_\_\_\_  
MIAMI, FL 33186

Name and Title: NATHAN FOISTER (PRESIDENT) Name and Title: \_\_\_\_\_  
Address: 12325 SW 131 AVE Address: \_\_\_\_\_  
MIAMI, FL 33186

Name and Title: EDGARDO PAREDES (TREASURER) Name and Title: \_\_\_\_\_  
Address: 12325 SW 131 AVE Address: \_\_\_\_\_  
MIAMI, FL 33186

**ARTICLE VI REGISTERED AGENT**

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

Name: MICHAEL ALFARO  
Address: 12325 SW 131 AVE  
MIAMI, FL 33186

**ARTICLE VII INCORPORATOR**

The name and address of the Incorporator is:

Name: MICHAEL ALFARO  
Address: 12325 SW 131 AVE  
MIAMI, FL 33186

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

11/05/12  
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

11/05/12  
Date

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DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

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

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**ARTICLE IV SHARES**

The number of shares of stock is: 1,000,000

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

Name and Title: MICHAEL ALFARO (President) Name and Title: \_\_\_\_\_  
Address: 12325 SW 131 AVE Address: \_\_\_\_\_  
MIAMI, FL 33186

Name and Title: NATHAN FOISTER (President) Name and Title: \_\_\_\_\_  
Address: 12325 SW 131 AVE Address: \_\_\_\_\_  
MIAMI, FL 33186

Name and Title: EDGARDO PACEDES (Treasurer) Name and Title: \_\_\_\_\_  
Address: 12325 SW 131 AVE Address: \_\_\_\_\_  
MIAMI, FL 33186

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