

P14000008051

(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



200255867422

01/16/14--01014--001 \*\*140.00

14 JAN 16 AM 11:17  
REG. 11000000000000000000  
FALL, MISSOURI, MO 64108

APPROVED  
AND  
FILED

C. LEWIS

JAN 28, 2014

EXAMINER

**COVER LETTER**

**TO:** Charter Section  
Division of Corporations

**SUBJECT:** Central Business Management 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:

Rafael J. Sanchez-Aballi, Esquire

Contact Person

Rafael J. Sanchez-Aballi, P.A.

Firm/Company

2506 Ponce de Leon Boulevard, Second Floor

Address

Coral Gables, Florida 33134

City, State and Zip Code

rsa@sanchez-aballi.com

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

For further information concerning this matter, please call:

Rafael J. Sanchez-Aballi, Esquire at (305) 779-5041

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:**

Charter Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Charter Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

## RAFAEL J. SANCHEZ-ABALLI PA

2506 PONCE DE LEON BLVD.  
CORAL GABLES, FLORIDA 33134  
TELEPHONE (305) 779-5041 • FACSIMILE (305) 779-5047  
EMAIL [rsa@sanchez-aballi.com](mailto:rsa@sanchez-aballi.com) • [www.sanchez-aballi.com](http://www.sanchez-aballi.com)

January 13, 2014

### VIA FEDERAL EXPRESS

Florida Department of State  
Division of Corporations, Charter Section  
Clifton Building  
2661 West Executive Center Circle  
Tallahassee, Florida 32301

Re: LGS Central Management LLC

Gentlemen:

We represent LGS Central Management LLC, a Florida limited liability company whose Document Number is L14000004025, ("LGS"). As a matter of background, pursuant to a written agreement between LGS and Central Business Management Inc. (Document Number P99000001285) ("Central"), LGS purchased certain assets from Central, including the right to use the name "Central Business Management Inc." once Central filed articles of dissolution. Pursuant to a conversation we had with your department several weeks ago, we were informed that if Central filed articles of dissolution and an affidavit agreeing that it would not seek to revoke its dissolution, then LGS would be able to use and incorporate under the name "Central Business Management Inc." Accordingly, please find the following original documents:

1. Articles of Dissolution of Central Business Management Inc., Document Number P99000001285;
2. Affidavit of Aurelio Estrada, President of Central Business Management Inc.;
3. Certificate of Conversion for Other Business Entity into Florida Profit Corporation, converting LGS Central Management LLC (Document Number L14000004025), a Florida limited liability company, into a Florida for-profit corporation to be named Central Business Management Inc., together with the Articles of Incorporation for Central Business Management Inc; and
4. Check number 5546 in the amount of \$140.00 from our firm representing the applicable fees for the filing of the Articles of Dissolution and the filing of the Certificate of Conversion for Other Business Entity into Florida Profit Corporation, together with the Articles of Incorporation for Central Business Management Inc.

APPROVED  
AND  
FILED

14 JAN 16 AM 11:17

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

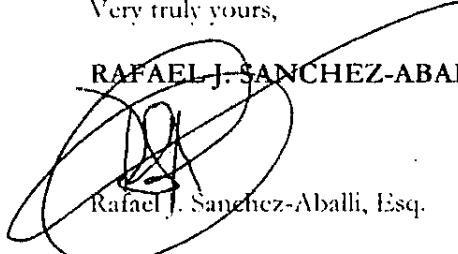
Florida Department of State  
January 13, 2014  
Page 2 of 2

Kindly file the Articles of Dissolution and the Certificate of Conversion for Other Business Entity into Florida Profit Corporation, together with the Articles of Incorporation for Central Business Management Inc., so that LGS may be converted into a Florida for profit corporation under the name "Central Business Management Inc."

Should you have any questions regarding this matter, please contact us.

Very truly yours,

~~RAFAEL J. SANCHEZ-ABALLI P.A.~~



Rafael J. Sanchez-Aballi, Esq.

RSA  
Enclosures as stated

APPROVED  
AND  
FILED

14 JAN 16 AM 11:17

CENTRAL BUSINESS MANAGEMENT INC. SEC. OF STATE  
TALLAHASSEE, FLORIDA

AFFIDAVIT

BEFORE ME, the undersigned authority, personally appeared Aurelio Estrada, who upon being duly sworn, did depose and say:

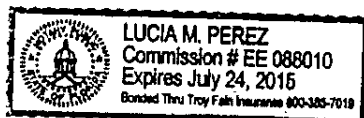
1. My name is Aurelio Estrada, I am over 18 years of age, competent to make this Affidavit, and make this Affidavit based on personal knowledge of the facts contained herein.
2. I am the President of Central Business Management Inc. ("Central"), a Florida corporation (Document Number P99000001285) and make this Affidavit in my capacity as Central's President.
3. Central has or will file Articles of Dissolution with the Florida Secretary of State.
4. Central agrees not to revoke the Articles of Dissolution or take any other action seeking to reinstate Central or to revoke the dissolution of Central.
5. This Affidavit is made for the purpose of allowing LGS Central Management LLC, a Florida limited liability company, to convert to a Florida corporation using the name "Central Business Management Inc."

Dated January 8, 2014.

By: [Signature]  
Aurelio Estrada

STATE OF FLORIDA                     )  
   ) §:  
COUNTY OF MIAMI-DADE         )

The foregoing instrument was acknowledged before me this 8 day of January, 2014, by Aurelio Estrada, as President of Central Business Management Inc., a Florida corporation, who is personally known to me or produced his Florida driver's license as identification.



[Signature]  
Notary Public Signature  
Print Name LUCIA M. Perez  
Commission No: EE 088010  
My Commission Expires: July 24, 2015  
State of Florida at Large

APPROVED  
AND  
FILED

14 JAN 16 AM 11:18

SEC. OF STATE  
TALLAHASSEE, FL 32399-0001

**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:

LGS Central Management LLC L14000004025

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 January 8, 2014  
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:

Central Business Management 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.)

APPROVED  
AND  
FILED

14 JAN 16 AM 11:18

Signed this 9th day of January

2014

**Required Signature for Florida Profit Corporation:**

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

Printed Name: Rafael J. Sanchez-Aballi, Esquire Title: Incorporator

**Required Signature(s) on behalf of Other Business Entity:** [See below for required signature(s).]

Signature:

Printed Name: Luis Gabriel Segura Title: Manager

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)

APPROVED  
AND  
FILED

14 JAN 16 AM 11:18

SEC. OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
CENTRAL BUSINESS MANAGEMENT INC.**

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

**ARTICLE I - NAME**

The name and the principal place of business and mailing address of this Corporation shall be:

CENTRAL BUSINESS MANAGEMENT INC.  
7005 Southwest 109th Terrace  
Miami, Florida 33156

**ARTICLE II - NATURE OF BUSINESS**

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

**ARTICLE III - AUTHORIZED SHARES**

The Corporation shall be authorized to create and issue 10,000 shares of Common Stock having a par value of \$ 0.01 per share.

**ARTICLE IV - TERM OF EXISTENCE**

The term of this Corporation shall commence with the filing of these Articles of Incorporation. The Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation in the State of Florida shall be:

2506 Ponce de Leon Boulevard, Second Floor  
Coral Gables, Florida 33134

The name of the initial registered agent of this Corporation at that address shall be:

Rafael J. Sanchez-Aballi, P.A.



## **ARTICLE VI - BOARD OF DIRECTORS**

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have one (1) director initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

The names and street addresses of the initial member of the first Board of Directors who shall hold office until her successor has been duly elected or appointed and has qualified is as follows:

<b><u>Name</u></b>	<b><u>Street Address</u></b>
Luis G. Segura	7005 Southwest 109th Terrace Miami, Florida 33156

## **ARTICLE VII - INCORPORATOR**

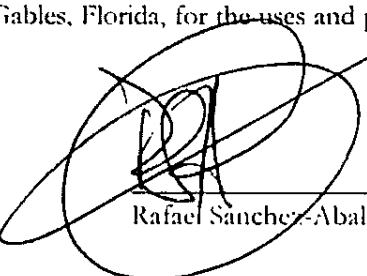
The name and street address of the incorporator signing these Articles of Incorporation are as follows:

<b><u>Name</u></b>	<b><u>Street Address</u></b>
Rafael Sánchez-Aballí, P.A.	2506 Ponce de Leon Boulevard, Second Floor Coral Gables, Florida 33134

## **ARTICLE VIII - INDEMNIFICATION**

The Corporation shall indemnify any person who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that he or she is or was a shareholder, director, officer or employee of the Corporation, or is or was serving at the request of the company as a shareholder, director, manager, officer or employee of another corporation, partnership, joint venture, trust, limited liability company or other enterprise, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Coral Gables, Florida, for the uses and purposes aforesaid, this 9th day of January, 2014.

  
\_\_\_\_\_  
Rafael Sanchez-Aballi, Esq., Incorporator

APPROVED  
AND  
FILED  
14 JAN 16 AM 11:18  
TALLAHASSEE, FL  
CLERK OF CIRCUIT COURT

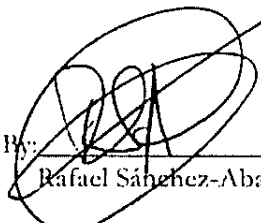
APPROVED  
AND  
FILED

14 JAN 16 AM 11:18

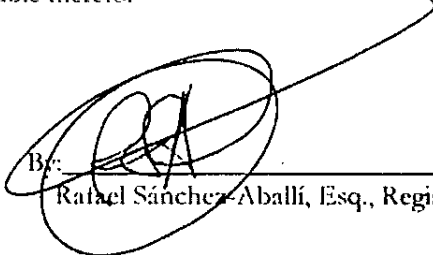
FILED  
TALLAHASSEE, FLORIDA

**DESIGNATION AND ACCEPTANCE  
OF  
REGISTERED AGENT**

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, CENTRAL BUSINESS MANAGEMENT INC. having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 2506 Ponce de Leon Boulevard, Second Floor, Coral Gables, Florida 33134, has named Rafael Sánchez-Aballí, Esq., located thereat as its registered agent to accept service of process within this state.

By:   
Rafael Sánchez-Aballí, Esq., Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By:   
Rafael Sánchez-Aballí, Esq., Registered Agent