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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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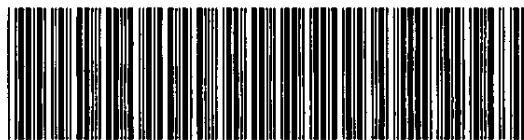
(Business Entity Name)

(Document Number)

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

11/14-65733

MD 11/10

**COVER LETTER**

**TO:** Charter Section  
Division of Corporations

**SUBJECT:** **RUMAN SCIENTIFIC 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:

**Bryan J. Rush, Esq.**

Contact Person

**Salcedo Attorneys at Law PA**

Firm/Company

**200 S Biscayne Blvd, Suite 2700**

Address

**Miami, FL 33131**

City, State and Zip Code

**rush@lawjsh.com**

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

For further information concerning this matter, please call:

**Bryan J. Rush, Esq.** at **(305) 375-0640**

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:**

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

**MAILING ADDRESS:**

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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

October 29, 2014

BRYAN J. RUSH, ESQ.  
SALCEDO ATTORNEYS AT LAW PA  
200 S. BISCAYNE BLVD., SUITE 2700  
MIAMI, FL 33131

SUBJECT: RUMAN SCIENTIFIC INC.  
Ref. Number: W14000065733

We have received your document for RUMAN SCIENTIFIC INC. and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date of the conversion cannot be prior to the date of filing nor more than 90 days after the date of filing and must be the same as the effective date listed in the Florida Articles of Incorporation, if any.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Maryanne Dickey  
Regulatory Specialist II  
New Filing Section

Letter Number: 414A00023172

**Certificate of Conversion**  
For  
**"Other Business Entity"**  
Into  
**Florida Profit Corporation**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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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:

**RUMAN SCIENTIFIC LLC**

**L13000083399**

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 **06/10/2013**

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:

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

**RUMAN SCIENTIFIC 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.)

Signed this 29 day of OCTOBER, 20 14.

**Required Signature for Florida Profit Corporation:**

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

Printed Name: JUAN CUBIDES Title: INCORPORATOR

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

Signature: Juan Cubides

Printed Name: JUAN CUBIDES Title: MEMBER

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)

STATE OF FLORIDA  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
RUMAN SCIENTIFIC INC.**

Ruman Scientific Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), hereby certifies as follows:

**ARTICLE I**

The name of the Corporation shall be Ruman Scientific Inc. and its initial place of business shall be at 3031 SW 28 Lane, in the City of Miami, in the County of Miami-Dade, and State of Florida. These Articles shall be effective upon filing.

**ARTICLE II**

The registered agent of the Corporation is Juan Cubides. Such registered agent is located at 3031 SW 28 Lane, Miami, FL 33131.

**ARTICLE III**

The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporations Act.

**ARTICLE IV**

4.1 Authorized Capital. The total number of shares of all classes of capital stock which the corporation is authorized to issue is 20,000,000 shares, consisting of 15,000,000 shares of common stock, no par value (the "Common Shares"), and 5,000,000 shares of preferred stock, no par value (the "Preferred Shares").

4.2 "Blank Check" Preferred Stock. The Board of Directors (the "Board") is expressly authorized, at its discretion, to adopt resolutions to issue the Preferred Shares, to fix the number of shares of the Preferred Shares and to change the number of shares constituting any series of the Preferred Shares, to provide for or change voting powers, designations, preferences, relative, participating, optional or other special rights, qualifications, limitations or restrictions thereof, including dividend rights, dividend rates, terms of redemption, redemption prices, conversion rights and liquidation preferences of the shares constituting any series of the Preferred Shares, in each case without further action by the shareholders. The Board is authorized to make any determination to issue shares of the Preferred Shares based on its judgment as to the best interests of the Corporation.

**ARTICLE V**

The holders of Common Shares of the Corporation have a preemptive right, granted on uniform terms and conditions prescribed by the Board to provide a fair and reasonable opportunity to exercise the right, to acquire proportional amounts of the Corporation's unissued Common Shares upon the decision of the Board to issue them. The preemptive rights of the Common Shares hereunder shall not apply to the

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Preferred Shares, which shall be issued in the absolute discretion of the Board. A holder of Common Shares may waive his or her preemptive right in writing to the Corporation.

#### ARTICLE VI

The initial directors of the Corporation are as follows:

John W. Puente  
Juan Cubides  
Alvaro Ramirez

#### ARTICLE VII

The name and mailing address of the incorporator are as follows:

Juan Cubides  
3031 SW 28 Lane  
Miami, FL 33131

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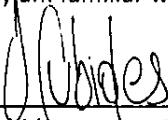
I, the undersigned, for the purpose of forming a corporation under the laws of the State of Florida, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 27<sup>th</sup> day of October, 2014.

BY: \_\_\_\_\_

(Incorporator)

NAME: Juan Cubides

I hereby am familiar with and accept the duties and responsibilities as Registered Agent.

  
\_\_\_\_\_  
Juan Cupides

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