

P15000000001

(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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

14 DEC 30 AM 7:59

APPROVED
AND
FILED

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COVER LETTER

TO: Charter Section
Division of Corporations

SUBJECT: GARBEL USA PROPERTIES, 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:

Peter Savineau
Contact Person

MCR Partners, Inc.
Firm/Company

20533 Biscayne Blvd (1301)
Address

Miami, FL 33180
City, State and Zip Code

mcrpartners@yahoo.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Peter Savineau at (305) 725-7405
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

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

APPROVAL
AND
FILED

14 DEC 30 AM 8:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

GARBEL USA PROPERTIES LLC

L11000030352

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 03/11/2011

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**:

GARBEL USA PROPERTIES, 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 22nd day of DECEMBER, 2014

APPROVED
AND
FILED

Required Signature for Florida Profit Corporation:

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

Printed Name: JEAN-PIERRE GARNERO Title: Director

14 DEC 30 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Signature: J.P. Garner
Printed Name: JEAN-PIERRE GARNERO 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)

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

APPROVED
AND
FILED

ARTICLE I NAME

The name of the corporation shall be: GARBEL USA PROPERTIES, INC.

14 DEC 30 AM 8:00

ARTICLE II PRINCIPAL OFFICE

The principal place of business/ mailing address is:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Principal street address
C/O MCR Partners, Inc.

Mailing address, if different is:

20533 Biscayne Blvd (1301)

Miami, FL 33180

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

'Any and all lawful business'

ARTICLE IV SHARES

The number of shares of stock is: 1,500 no-par-value

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: JEAN-PIERRE GARNERO, DP

Name and Title: DOMINIQUE GARNERO, D

Address: 950 BRICKELL BAY DRIVE #5505
MIAMI, FL 33131

Address: 950 BRICKELL BAY DRIVE #5505
MIAMI, FL 33131

Name and Title: PHILIP GARNERO, D

Name and Title: _____

Address: 950 BRICKELL BAY DRIVE #5505
MIAMI, FL 33131

Address: _____

Name and Title: _____

Name and Title: _____

Address: _____

Address: _____

ARTICLE VI REGISTERED AGENT

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

Name: MCR Partners, Inc.

Address: 20533 Biscayne Blvd (1301)

Miami, FL 33180

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Name: JEAN-PIERRE GARNERO
Address: 950 BRICKELL BAY DRIVE #5505
MIAMI, FL 33131

APPROVED
AND
FILED

14 DEC 30 AM 8:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

12/22/2014

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

12/22/2014

Date