

P/7000023210

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

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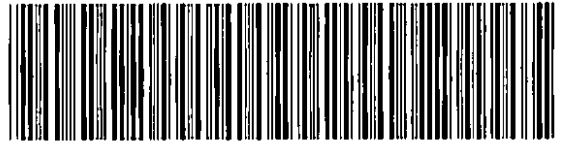
(Business Entity Name)

(Document Number)

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

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03/14/22--01009--001 \*\*52.50

SECRETARY OF STATE  
FALLS CHURCH, VIRGINIA

2022 MAR 10 AM 8:54

FILED

Conversion  
03/14/22  
DC

COVER LETTER

TO: Amendment Section  
Division of Corporations

SUBJECT: ONLY IN DADE, INC.  
Name of Florida Profit Corporation

The enclosed Articles of Conversion and fee(s) are submitted to convert a Florida Profit Corporation into an a business entity formed under the laws of another jurisdiction in accordance with s. 607.11933, F.S.

Please return all correspondence concerning this matter to:

Deborah Fanich

Contact Person

Berger Singerman LLP

Firm/Company

201 E Las Olas Blvd, Ste 1500

Address

Fort Lauderdale, FL 33301

City, State and Zip Code

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

For further information concerning this matter, please call:

Deborah Fanich

Name of Contact Person

at ( 954 ) 712-5164  
Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- |                                             |                                                                             |                                                                   |                                                                                                         |
|---------------------------------------------|-----------------------------------------------------------------------------|-------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------|
| <input type="checkbox"/> \$35.00 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee<br>and Certificate of<br>Status | <input type="checkbox"/> \$43.75 Filing Fee<br>and Certified Copy | <input checked="" type="checkbox"/> \$52.50 Filing Fee,<br>Certified Copy, and<br>Certificate of Status |
|---------------------------------------------|-----------------------------------------------------------------------------|-------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------|

Mailing Address:

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

Street Address:

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

607.1622 (10) As a condition of a conversion of a domestic corporation to another type of entity under s. 607.11930, the domestic corporation converting to the other type of entity must be active and current in filing its annual reports in the records of the department through December 31 of the calendar year in which the articles of conversion are submitted to the department for filing.

Berger Singerman  
(850) 521-6726  
Zowie Morton

**ARTICLES OF CONVERSION  
FOR  
CONVERTING A  
DOMESTIC CORPORATION  
INTO  
A CONVERTED FOREIGN ELIGIBLE ENTITY**

FILED  
2022 MAR 10 AM 8:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Date: March 10, 2022

THESE ARTICLES OF CONVERSION are submitted to convert a converting eligible entity (which is a Florida Profit Corporation) into a converted eligible entity (which is a Delaware limited liability company) in accordance with Section 607.11930, Florida Statutes.

1. Name, Jurisdiction, and Type of Entity of the Converting Eligible Entity. The name of the converting eligible entity immediately prior to the filing of these Articles of Conversion is ONLY IN DADE, INC., a corporation formed under the laws of the State of Florida effective as of March 10, 2017 (the "Converting Eligible Entity"). Each shareholder of the Converting Eligible Entity has approved these Articles of Conversion.
2. Name, Jurisdiction, and Type of Entity of the Converted Eligible Entity. The name of the converted foreign eligible entity is ONLY IN DADE LLC (the "Converted Eligible Entity"). a limited liability company under the laws of the State of Delaware.
3. Approval of Plan. The plan of conversion was approved in accordance with Chapter 607, Florida Statutes.
4. Public Organic Record. A copy of the Converted Eligible Entity's public organic record, as filed with the Delaware Secretary of State, is attached hereto as Exhibit A.
5. Effective Date. This conversion shall be effective upon the later of: (i) the date and time prescribed by the laws of the State of Delaware; or (ii) when these Articles of Conversion are filed with the Florida Department of State, Division of Corporations.

*[Balance of page intentionally left blank; signature blocks appear on following page.]*

IN WITNESS WHEREOF, the undersigned, being duly authorized, has executed these Articles of Conversion as of the date first set forth above.

**CONVERTING ELIGIBLE ENTITY:**

**ONLY IN DADE, INC.,**

a Florida corporation

By:  BA24DEADC82242C  
Name: Rita Odio  
Title: President

## EXHIBIT A

(See attached document)

**CERTIFICATE OF FORMATION**

**OF**

**ONLY IN DADE LLC**

Effective as of March 10, 2022

The undersigned, an authorized natural person, represents that the undersigned desires to form a limited liability company pursuant to the Delaware Limited Liability Company Act, Del. Code Ann. Title 6, Chapter 18 (the "**Act**") and that the undersigned has executed this Certificate in compliance with the requirements of the Act. The undersigned further states that:

1. The name of the limited liability company is Only in Dade LLC (the "**Company**").
2. The address of the registered office of the Company in the State of Delaware and the name and address of the registered agent of the Company required to be maintained by Section 18-104 of the Act at such address are as follows:

Capitol Services, Inc.  
108 Lakeland Avenue  
Dover, Delaware 19901

**IN WITNESS WHEREOF**, the undersigned, being an authorized person within the meaning of Section 18-201(a) of the Act, has executed this Certificate of Formation this 10<sup>th</sup> day of March, 2021.

DocuSigned by:

*Rita Odio*

3A34CF43DC83343C

Print Name: Rita Odio  
Title: Authorized Person