

12  
P19 000 042 206

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

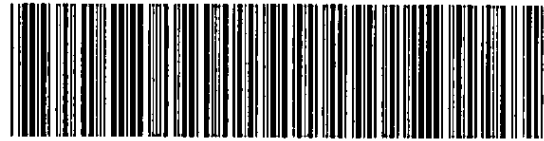
(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only



100325919181

04/25/19--01019--016 \*\*105.00

FILE  
19 MAY 15 AM 11:21  
FBI MASSACHUSETTS

D O'KEEFE

MAY 22 2019

W19-44851

**Armando O. Vallejo**

3325 N.W. 70th Avenue  
Miami, Florida 33122-1332  
Tel.: (305) 777-2170  
Email: vallejo@rosle.com

May 15, 2019

FL Department of State  
- Division of Corporations -  
P.O. Box 6327  
Tallahassee, FL 32314

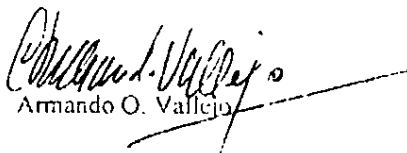
Re: Florida DOS document number: W19000044851  
Conversion of Rosle USA Corp. (from Delaware to Florida)

Dear Madam/Sir,

In the above referenced matter, filed by Carsten Alting at Hall Booth Smith, P.C., Atlanta, I hereby confirm that the name Rosle USA Corp. is available for use in the State of Florida and elsewhere. The name is not blocked due to the prior filings under the same corporate name (document numbers P19000025646 and F18000005331). There is no intent to revoke those filings.

Thank you very much for your attention and efforts. If there are any questions, please contact me at your earliest convenience.

Sincerely yours,

  
Armando O. Vallejo

20190516 PM 4:06



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 8, 2019

CARSTEN ALTING  
HALL BOOTH SMITH, P.C.  
191 PEACHTREE STR., #2900  
ATLANTA, GA 30303

SUBJECT: ROSLE USA CORP.  
Ref. Number: W19000044851

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

In order to convert an entity it must be active on our records. According to our records a withdrawal and dissolution was filed for this entity.

Please return 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.

DANIEL L O'KEEFE  
Regulatory Specialist II

Letter Number: 019A00009235

19 MAY 16 AM 11:21  
ALL INFORMATION CONTAINED  
HEREIN IS UNCLASSIFIED

**COVER LETTER**

**TO:** Charter Section  
Division of Corporations

**SUBJECT:** Rosle USA Corp.

\_\_\_\_\_  
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:

Carsten Alting

\_\_\_\_\_  
Contact Person

Hall Booth Smith, P.C.

\_\_\_\_\_  
Firm/Company

191 Peachtree Street, #2900

\_\_\_\_\_  
Address

Atlanta, GA 30303

\_\_\_\_\_  
City, State and Zip Code

calting@hallboothsmith.com

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

For further information concerning this matter, please call:

Carsten Alting

at ( 404 )

954-6938

\_\_\_\_\_  
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    ☐ \$113.75 Filing Fees    ☐ \$122.50 Filing Fees,  
and Certificate of    and Certified Copy    Certified Copy, and  
Status    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**

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:  
Rosle USA Corp.

Enter Name of Other Business Entity

2. The "Other Business Entity" is a corporation  
(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 Delaware  
(Enter state, or if a non-U.S. entity, the name of the country)

on 04/30/1997  
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**:  
Rosle USA Corp.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: \_\_\_\_\_  
(The effective date: Cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

FILED  
19 MAY 16 AM 11:21  
TALLAHASSEE, FLORIDA

Signed this 18th day of April, 2019.

**Required Signature for Florida Profit Corporation:**

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

Printed Name: Carsten Alting Title: Incorporator

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

Signature: Carsten Alting

Printed Name: Carsten Alting Title: Attorney in Fact

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)

FILED  
19 MAY 16 AM 11:21  
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: Rosle USA Corp.

**ARTICLE II    PRINCIPAL OFFICE**

The principal place of business/mailing address is:

Principal street address  
3325 N.W. 70th Avenue  
Miami, Florida 33122

Mailing address, if different is:  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**ARTICLE III    PURPOSE**

The purpose for which the corporation is organized is:

Any legal purpose incl. the sale and marketing of kitchen tools and outdoor grills.

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

FILED  
19 MAY 16 AM 11:21  
TREASURY DEPARTMENT  
FLORIDA

**ARTICLE IV    SHARES**

The number of shares of stock is: 1,000

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

Name and Title: Armando O. Vallejo, President  
Address: 3325 N.W. 70th Avenue  
Miami, Florida 33122

Name and Title: Armando O. Vallejo, Director  
Address: 3325 N.W. 70th Avenue  
Miami, Florida 33122

Name and Title: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_

Name and Title: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_

Name and Title: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_

Name and Title: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_

**ARTICLE VI REGISTERED AGENT**

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

Name: Armando O. Vallejo  
Address: 3325 N.W. 70th Avenue  
Miami, Florida 33122

**ARTICLE VII INCORPORATOR**

The name and address of the Incorporator is:

Name: Carsten Alting  
Address: 191 Peachtree Street, #2900  
Atlanta, GA 30303

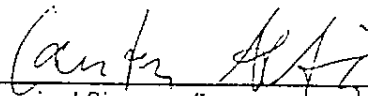
\*\*\*\*\*

*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

04/18/2019  
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

04/18/2019  
Date

FILED  
19 MAY 16 AM 11:22  
TALLAHASSEE, FLORIDA