

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



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

FILED
19 MAY 15 AM 11:21
TALLAHASSEE, FLORIDA

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 03:06



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 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

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.

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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: _____

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)

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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.

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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: _____

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

Armando O. Vallejo
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.

Carsten Alting
Required Signature/Incorporator

04/18/2019
Date

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