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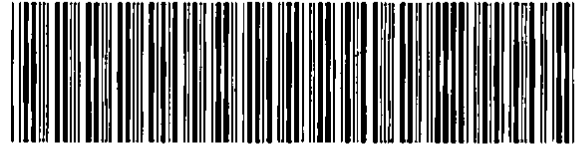
(Business Entity Name)

(Document Number)

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Gilda Almeida  
E-mail: [gilda@gildaalmeida.com](mailto:gilda@gildaalmeida.com)

## COVER LETTER

Department of State  
New Filing Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:**  
**P.O. USA INVESTMENTS INC.**  
Conversion of a Delaware Entity into a Florida LLC

The enclosed Articles of Conversion, Articles of Incorporation, and fees are submitted to convert the following eligible entity into a "Florida Limited Liability Company" in accordance with ss 605.1045.

Please return all correspondence concerning this matter to:  
Contact Person: **Gilda Almeida**  
Firm: **Gilda Almeida Law PLLC**  
Address: 9567 SW 67 CT, Miami, Florida, 33156  
E-Mail: [gilda@gildaalmeida.com](mailto:gilda@gildaalmeida.com)  
Tel: (305) 775 3349

### FEES:

Certificate of Domestication: \$185.00  
Filing fees, Certified Copy, and Certificate of Status

**TOTAL FILING FEE: \$185.00**

FILED  
JAN 25 2011  
TALLAHASSEE, FL  
CLERK OF THE COURT

## **MINUTES OF SPECIAL MEETING OF MEMBERS**

**OF**

**P.O. USA INVESTMENTS INC.**

### **Call to Order**

A special meeting of the members of P.O. USA INVESTMENTS INC. was held virtually on April 15<sup>th</sup>, 2024, at 3:00 p.m.

### **Agenda**

The Officer of the company called the meeting to **convert out** of Delaware P.O. USA INVESTMENTS INC, file number 6336326, into a Florida for Profit Corporation.

### **Chairperson and Secretary**

The president of the limited liability company acted as the chairperson and secretary of the corporation during the meeting and recorded the minutes.

### **Shareholders Present**

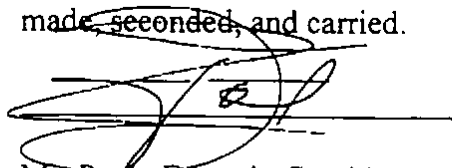
Mr. Paulo Eduardo Ceschin, chairperson and secretary, reported that all outstanding shares entitled to vote at the meeting were present in person and that a quorum was present.

### **Resolution**

The chairperson announced that the purpose of the meeting was to consider and act on a resolution to domesticate P.O. USA INVESTMENTS INC. out of Delaware into Florida; the resolution was adopted.

### **Adjournment**

There being no further business, the chairperson declared the meeting adjourned on motion duly made, ~~seconded~~, and carried.



Mr. Paulo Eduardo Ceschin

*In an Individual Capacity:*

Under Section 117.05(13)(a), Florida Statutes, the following notarial certificate is sufficient for an acknowledgment in an individual capacity.

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 15 day of April 2024 by Paulo Eduardo Ceschin, who is personally known by me, Gilda Almeida, Public Notary.



(NOTARY SEAL)

(Signature of the Notary Public, State of Florida)  
(Name of the Notary Typed, Printed, or Stamped)  
(Commission Expires)

# Articles of Conversion for Converting Eligible Entity into Florida Profit Corporation

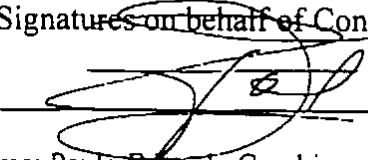
The Articles of Conversion and attached Articles of Incorporation are submitted to convert the following eligible business entity into a Florida Profit Corporation in accordance with ss. 607.11933 & 607.0202, Florida Statutes.

1. The Converting Entity's name immediately before filing the Articles of Conversion is **P.O. USA Investments Inc.**
2. The converting entity is a corporation first organized and formed under the laws of Delaware on October 26, 2021.
3. The name of the Corporation, as set forth in the attached Articles of Incorporation, is **P.O. USA Investments Inc.**
4. This conversion was approved by the eligible converting entity in accordance with this chapter and the laws of its current jurisdiction.
5. The conversion shall be effective on the filing date.

I signed this on the 15<sup>th</sup> days of April 2024.

  
Paulo Eduardo Ceschin, President

Required Signatures on behalf of Converting to a Florida Profit Corporation:

Signature: 

Printed Name: Paulo Eduardo Ceschin  
Title: President

**ARTICLES OF INCORPORATION**  
**For Resulting**  
**FLORIDA PROFIT CORPORATION**  
In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

**ARTICLE I. NAME**

The name of the corporation shall be **P.O. USA Investments Inc.**

**ARTICLE II. PRINCIPAL OFFICE.**

The address of the principal place of business and address is **3030 NE 188<sup>th</sup> Street, Suite 307, Aventura, Florida, Zip 33180.**

**ARTICLE III. REGISTERED AGENT, REGISTERED OFFICER & REGISTERED AGENT'S SIGNATURE:**

The name and address of the President and Registered Officer are **Paulo Eduardo Ceschin, 3030 NE 188<sup>th</sup> Street, Suite 307, Aventura, Florida, Zip 33180.**

The registered agent's name and address are **Gilda Almeida, 1001 Brickell Bay Drive, suite 2700, Miami, Florida 33131.**

Having been named as Registered Agent and to accept service of process for the above-stated Florida Profit Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity.

I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as a registered agent as provided in Chapter 605, F.S.



Gilda Almeida (Registered Agent)

**ARTICLE IV: THE PURPOSE.**

The purpose for which the Corporation is organized is to engage in any lawful act or activity for which Corporations may be organized under the laws of the State of Florida.

**ARTICLE V: SHARES**

The number of shares of stock is **10,000.**

**ARTICLE VI: OFFICER and DIRECTOR**

Paulo Eduardo Ceschin, resident at 3030 NE 188th Street, Suite 307, Aventura, Florida, 33180, shall act as Officer and Director.

**ARTICLE VII: THE EFFECTIVE DATE:**

These Articles of Organization are effective on the filing date.

**ARTICLE VI. OFFICER and DIRECTOR.**

The name and address of the person authorized to manage the Corporation is:

1 -

**Paulo Eduardo Ceschin**

Title: Officer, Director

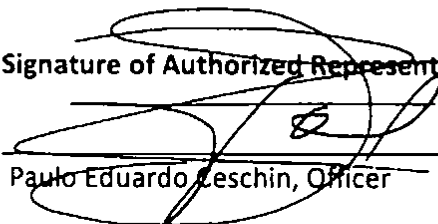
Address: 3030 NE 188<sup>th</sup> Street, Suite 307, Aventura, Florida, 33180

The converted entity maintains the same ownership and management as the Delaware entity.

**I submit this document and affirm that the facts stated herein are true.**

**I am aware that 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.**

**Signature of Authorized Representative of Florida Profit Corporation:**

  
\_\_\_\_\_  
Paulo Eduardo Ceschin, Officer