

L15000009269

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

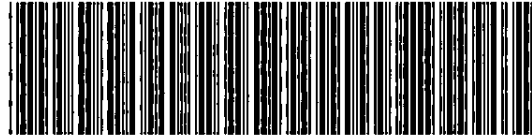
PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:



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TALLAHASSEE, FLORIDA

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B. BOSTICK
JAN 16 2015
EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Xixon Holding, LLC
(Name of Resulting Florida Limited Company)

The enclosed Articles of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 605.1045, F.S.

Please return all correspondence concerning this matter to:

Thomas O. Wells, Esq.
(Contact Person)

Wells & Wells, P.A.
(Firm/Company)

540 Biltmore Way
(Address)

Coral Gables, FL 33134
(City, State and Zip Code)

mechelle@twellsllaw.com
E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Thomas O. Wells, at (305) 444-0016
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$150.00 Filing Fees (\$25 for Conversion & \$125 for Articles of Organization)
- \$155.00 Filing Fees and Certificate of Status
- \$180.00 Filing Fees and Certified Copy
- \$185.00 Filing Fees, Certified Copy, and Certificate of Status

STREET ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314


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ARTICLES AND CERTIFICATE OF CONVERSION
OF XIXON CORPORATION WITH AND INTO XIXON HOLDING, LLC

This Articles and Certificate of Conversion (the "Articles of Conversion") and the attached Articles of Organization are submitted to convert XIXON CORPORATION, a corporation organized under the laws of the State of Florida, into XIXON HOLDING, LLC, a limited liability company organized under the laws of the State of Florida, in accordance with Sections 607.1114 and 605.1045, Florida Statutes.

1. XIXON CORPORATION, a corporation organized, and immediately prior to the filing of this Articles of Conversion, existing under the laws of the State of Florida was formed on January 25, 2001, under Document Number P01000009707.
2. The name of the Florida limited liability company into which XIXON CORPORATION will be converted is XIXON HOLDING, LLC. The Articles of Organization of XIXON HOLDING, LLC are attached to this Articles of Conversion.
3. The conversion of XIXON CORPORATION, a Florida corporation, into XIXON HOLDING, LLC, a Florida limited liability company, is in compliance with the Florida Business Corporation Act, Chapter 607, and in compliance with the Florida Limited Liability Company Act, Chapter 605.
4. The conversion of XIXON CORPORATION, a Florida corporation, into XIXON HOLDING, LLC and the Articles of Conversion were approved by all of the shareholders and directors of XIXON CORPORATION, in accordance with the provisions of Section 607.1113 of the Florida Business Corporation Act.
5. The address of the principal office of XIXON HOLDING, LLC is 2101 SW 22nd Street, Miami, Florida 33145. In that this conversion complies with Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, the Federal employer identification number for XIXON HOLDING, LLC will be 65-1087578 which is the same Federal employer identification number of XIXON CORPORATION.
6. The Articles of Conversion shall be effective upon its filing with the Florida Department of State.
7. XIXON HOLDING, LLC shall pay any shareholder of XIXON CORPORATION having appraisal rights in an amount as set forth in Section 607.1301 through 607.1333 of the Florida Business Corporation Act. However, no shareholder of XIXON CORPORATION is exercising any appraisal and/or dissenter rights.
8. The Articles of Conversion have been approved by all of the members of XIXON HOLDING, LLC in accordance with Sections 605.1041 to 605.1046.

IN WITNESS WHEREOF, the undersigned has executed this Articles of Conversion as of the 22nd day of December, 2014.



Carlos H. Mattos, as President of XIXON CORPORATION, and as President and a Manager of XIXON HOLDING, LLC

ARTICLES OF ORGANIZATION
OF
XIXON HOLDING, LLC
(a Florida limited liability company)

The undersigned, in forming a Florida limited liability company under the Florida Limited Liability Company Act, Chapter 605 of the Florida Statutes, hereby adopts the following Articles of Organization:

ARTICLE I
NAME

The name of the limited liability company is XIXON HOLDING, LLC (hereinafter, the "Company").

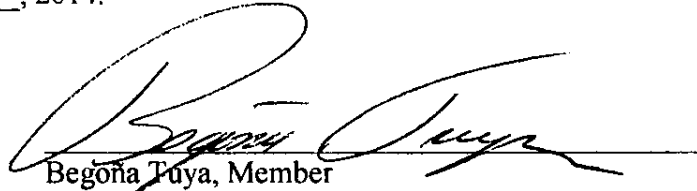
ARTICLE II
MAILING AND PRINCIPAL ADDRESS

The mailing address and street address of the principal office of the Company is 2101 SW 22nd Street, Miami, Florida 33145.

ARTICLE III
REGISTERED AGENT AND REGISTERED OFFICE

The name and street address of the Company's registered agent and registered office in the State of Florida is Begoña Tuya, 2101 SW 22nd Street, Miami, Florida 33145.

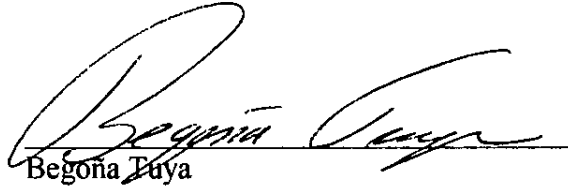
IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as of the 22nd day of December, 2014.


Begoña Tuya, Member

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for XIXON HOLDING, LLC, the undersigned hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 605, F.S.


Begona Tuya

Dated: 12/22/14

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