



FILED

APR 11 2023

INSURANCE REGULATION

Docketed by: ke

OFFICE OF INSURANCE REGULATION

MICHAEL YAWORSKY
COMMISSIONER

IN THE MATTER OF:

CASE NO.: 306920-23-CO

Application for the Direct Acquisition of
EAST COAST MECHANICAL, LLC
by AIR PROS SOLUTIONS, LLC

CONSENT ORDER

THIS CAUSE came on for consideration upon the filing by AIR PROS SOLUTIONS, LLC (“APPLICANT”), with the FLORIDA OFFICE OF INSURANCE REGULATION (“OFFICE”) of an application for the approval of the direct acquisition of 100% of the membership interest of EAST COAST MECHANICAL, LLC (“EAST COAST”), pursuant to Section 628.4615, Florida Statutes (“Application”). Following a complete review of the entire record, and upon consideration thereof, and being otherwise fully advised in the premises, the OFFICE hereby finds as follows:

1. The OFFICE has jurisdiction over the subject matter and the parties herein.
2. APPLICANT has applied for and, subject to the present and continuing satisfaction of the requirements, terms, and conditions established herein, has satisfactorily met all of the conditions precedent to the granting of approval by the OFFICE for the direct acquisition of 100% of the membership interest of EAST COAST, pursuant to the requirements of the Florida Insurance Code.

3. EAST COAST is a Florida limited liability company operating as a Service Warranty Association in Florida pursuant to Chapter 634, Part III, Florida Statutes, and, as such, is subject to the jurisdiction and regulation of the OFFICE pursuant to the Florida Insurance Code.

4. Prior to the transaction that is the subject of this Consent Order, EAST COAST was owned 100% by DESPEDIDA HOLDINGS, INC. (“DESPEDIDA”), a Florida corporation that is owned 100% by JOSE RAMIREZ, an individual.

5. APPLICANT is a Delaware limited liability company whose ownership structure is as disclosed in the Application. APPLICANT is ultimately controlled by DOUGLAS PERERA, JR., an individual.

6. The Application represents that on November 21, 2022, EAST COAST was converted from a corporation to a limited liability company and its name was changed from EAST COAST MECHANICAL, INC., to EAST COAST MECHANICAL, LLC. Additionally, on December 1, 2022, APPLICANT, DESPEDIDA, EAST COAST, and JOSE RAMIREZ entered into an agreement whereby APPLICANT agreed to acquire 100% of the membership interest of EAST COAST from DESPEDIDA (“Transaction”). Details of the agreement are disclosed in the Application. The Transaction closed the same day.

7. If the OFFICE determines that any individual for whom APPLICANT is required to submit background information as part of this Application, and for whom control has not otherwise been disclaimed, is unacceptable under the Florida Insurance Code, APPLICANT or EAST COAST will remove or cause the removal of said person within 30 days of notice from the OFFICE and replace them with a person or persons acceptable to the OFFICE or shall undertake such other corrective action as directed by the OFFICE. Failure to act would constitute an immediate serious danger to the public and the OFFICE may take administrative action as it deems

appropriate upon the License of EAST COAST without further proceedings, pursuant to Sections 120.569(2)(n) and 120.60(6), Florida Statutes.

8. APPLICANT represents that, except as disclosed in the Application, there are no present plans or proposals to make any substantive changes to EAST COAST, including liquidating it, selling any of its assets (except for transactions such as investment portfolio transactions in the ordinary course of business), merging or consolidating it with any person or persons, or making any other major change in the business operations, management, or corporate structure.

9. APPLICANT represents that there are no agreements, written or oral, related to the Application and the Transaction that have not been provided to the OFFICE.

10. APPLICANT shall submit, or cause to be submitted, to the OFFICE any documents evidencing completion of the Transaction not already provided to the OFFICE.

11. Any prior orders, consent orders, or corrective action plans that EAST COAST has entered into with the OFFICE prior to the issuance of this Consent Order shall apply and remain in full force and effect for EAST COAST, except where provisions of such orders, consent orders, or corrective action plans have expired; have been superseded by subsequent orders, consent orders, or corrective action plans; or are inconsistent with this Consent Order.

12. APPLICANT, DOUGLAS PERERA, JR., DESPEDIDA, EAST COAST, and JOSE RAMIREZ affirm that all information, explanations, representations, statements, and documents provided to the OFFICE in connection with this Application, including all attachments and supplements thereto, are true and correct and fully describe all transactions, agreements, ownership structures, understandings, and control with regard to the acquisition and future operations of EAST COAST. APPLICANT, DOUGLAS PERERA, JR., DESPEDIDA, EAST

COAST, and JOSE RAMIREZ further agree and affirm that said information, explanations, representations, statements, and documents, including all attachments and supplements thereto, are material to the issuance of this Consent Order and have been relied upon by the OFFICE in its determination to enter into this Consent Order.

13. Any deadlines, reporting requirements, other provisions, or requirements set forth in this Consent Order may be altered or terminated by written approval of the OFFICE. Such approval must be requested in writing prior to any proposed deviation from the terms of this Consent Order.

14. APPLICANT, DOUGLAS PERERA, JR., DESPEDIDA, EAST COAST, and JOSE RAMIREZ affirm that all requirements set forth herein are material to the issuance of this Consent Order.

15. APPLICANT, DOUGLAS PERERA, JR., DESPEDIDA, EAST COAST, and JOSE RAMIREZ expressly waive a hearing in this matter, the making of findings of fact and conclusions of law by the OFFICE, and all further and other proceedings herein to which they may be entitled by law or rules of the OFFICE. APPLICANT, DOUGLAS PERERA, JR., DESPEDIDA, EAST COAST, and JOSE RAMIREZ hereby knowingly and voluntarily waive all rights to challenge or to contest this Consent Order in any forum available to them, now or in the future, including the right to any administrative proceeding, state or federal court action, or any appeal.

16. Each party to this action shall bear its own costs and fees.

17. APPLICANT, DOUGLAS PERERA, JR., and EAST COAST, agree that, upon execution of this Consent Order by the OFFICE, failure to adhere to one or more of the terms and conditions contained herein may result, without further proceedings, in the OFFICE suspending,

revoking, or taking other administrative action as it deems appropriate upon the License of EAST COAST in this state in accordance with Sections 120.569(2)(n) and 120.60(6), Florida Statutes.

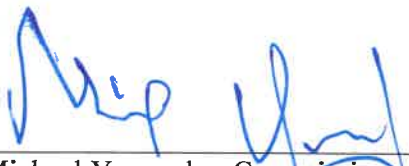
18. The parties agree that this Consent Order shall be deemed to be executed when the OFFICE has signed and docketed a copy of this Consent Order bearing the notarized signatures of JOSE RAMIREZ, DOUGLAS PERERA, JR, and the authorized representatives of APPLICANT, DESPEDIDA, and EAST COAST.

WHEREFORE, subject to the terms and conditions set forth above, the Application for the direct acquisition of 100% of the membership interest of EAST COAST MECHANICAL, LLC, by AIR PROS SOLUTIONS, LLC, pursuant to Section 628.4615, Florida Statutes, is APPROVED.

FURTHER, all terms and conditions contained herein are hereby ORDERED.

DONE and ORDERED this 11th day of April, 2023.





Michael Yaworsky, Commissioner
Office of Insurance Regulation

By execution hereof, EAST COAST MECHANICAL, LLC, consents to entry of this Consent Order, agrees without reservation to all the above terms and conditions, and shall be bound by all provisions herein. The undersigned represents that they have the authority to bind EAST COAST MECHANICAL, LLC, to the terms and conditions of this Consent Order.

EAST COAST MECHANICAL, LLC

By: Jose Ramirez

Print Name: Jose Ramirez

Title: General Manager

Date: 4-5-2023

[Corporate Seal]

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me by means of physical presence

or online notarization, this 5 day of APRIL 2023, by JOSE RAMIREZ
(name of person)

as GENERAL MANAGER for EAST COAST MECHANICAL, LLC
(type of authority: e.g., officer, trustee, attorney-in-fact) (company name)

Sharon Kriebel
(Signature of the Notary)

SHARON KRIEBEL
(Print, Type or Stamp Commissioned Name of Notary)

Personally Known OR Produced Identification _____

Type of Identification Produced _____

My Commission Expires: _____



By execution hereof, DESPEDIDA HOLDINGS, INC., consents to entry of this Consent Order, agrees without reservation to all the above terms and conditions, and shall be bound by all provisions herein. The undersigned represents that they have the authority to bind DESPEDIDA HOLDINGS, INC., to the terms and conditions of this Consent Order.

DESPEDIDA HOLDINGS, INC.

By: Jose Ramirez

Print Name: Jose Ramirez

Title: PRESIDENT

Date: 4-5-2023

[Corporate Seal]

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me by means of physical presence

or online notarization, this 5 day of APRIL 2023, by JOSE RAMIREZ
(name of person)

as OFFICER for DESPEDIDA HOLDINGS, INC.
(type of authority: e.g., officer, trustee, attorney-in-fact) (company name)

Sharon Kriebel
(Signature of the Notary)

SHARON KRIEBEL
(Print, Type or Stamp Commissioned Name of Notary)

Personally Known OR Produced Identification _____

Type of Identification Produced _____

My Commission Expires: _____



By execution hereof, DOUGLAS PERERA, JR., consents to entry of this Consent Order, agrees without reservation to all the above terms and conditions, and shall be bound by all provisions herein.

DOUGLAS PERERA, JR.

Date: 4/10/2023

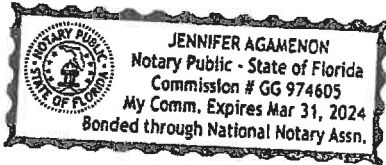
STATE OF Florida

COUNTY OF Broward

The foregoing instrument was acknowledged before me by means of physical presence or online notarization, this 10th day of April 2023, by Douglas Perera, Jr. (name of person)

as _____ for _____ (type of authority: e.g., officer, trustee, attorney-in-fact) (company name)

Jennifer Agamenon
(Signature of the Notary)
Jennifer Agamenon
(Print, Type or Stamp Commissioned Name of Notary)



Personally Known OR Produced Identification _____

Type of Identification Produced _____

My Commission Expires: 3/31/2024

By execution hereof, JOSE RAMIREZ consents to entry of this Consent Order, agrees without reservation to all the above terms and conditions, and shall be bound by all provisions herein.

Jose Ramirez
JOSE RAMIREZ

Date: 4-5-2023

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me by means of physical presence

or online notarization, this 5 day of APRIL 2023, by JOSE RAMIREZ
(name of person)

as _____ for _____
(type of authority: e.g., officer, trustee, attorney-in-fact) (company name)

Sharon Kriebel
(Signature of the Notary)

SHARON KRIEBEL
(Print, Type or Stamp Commissioned Name of Notary)

Personally Known OR Produced Identification _____

Type of Identification Produced _____

My Commission Expires: _____



By execution hereof, AIR PROS SOLUTIONS, LLC, consents to entry of this Consent Order, agrees without reservation to all the above terms and conditions, and shall be bound by all provisions herein. The undersigned represents that they have the authority to bind AIR PROS SOLUTIONS, LLC, to the terms and conditions of this Consent Order.

AIR PROS SOLUTIONS, LLC

By: _____

Print Name: Douglas Perera, Jr.

[Corporate Seal]

Title: President

Date: 4/10/2023

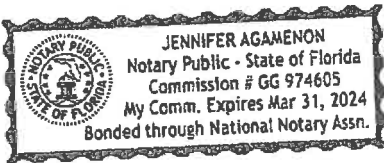
STATE OF Florida

COUNTY OF Broward

The foregoing instrument was acknowledged before me by means of physical presence

or online notarization, this 10th day of April 2023, by Douglas Perera, Jr.
(name of person)

as President for Air Pros Solutions, LLC
(type of authority: e.g., officer, trustee, attorney-in-fact) (company name)



(Signature of the Notary)

Jennifer Agamenon
(Print, Type or Stamp Commissioned Name of Notary)

Personally Known OR Produced Identification _____

Type of Identification Produced _____

My Commission Expires: 3/31/2024

COPIES FURNISHED TO:

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