

Strauss & Associates, P.A.

Attorneys-at-Law

PRACTICE LIMITED TO
ESTATE PLANNING AND
ADMINISTRATION

REPLY TO:

Hendersonville Office

June 30, 2010

Registration Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Cancellation of Conversion for Florida Limited Partnership into "Other Organization"

Dear Sir/Madam:

Enclosed please find:

1. Executed Cancellation of Conversion for Florida Limited Partnership into "Other Organization" converting the Trusler Family Limited Partnership, a Florida limited partnership into Cherry's Cookies, LLC, a North Carolina limited liability company
2. Check in the amount of \$52.50 to cover filing fee.

If you have any questions regarding this filing, please contact me at 828-696-1811.

Sincerely,

Strauss & Associates, P.A.



Patrick D. Newton
Attorney at Law

Enclosures (as noted)

cc: Client

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: The Trusler Family Limited Partnership
Name of Florida Limited Partnership or Limited Liability Limited Partnership

The enclosed Certificate of Conversion and fee(s) are submitted to convert a Florida Limited Partnership or Limited Liability Limited Partnership into an "Other Organization" in accordance with s. 620.2104, F.S.

Please return all correspondence concerning this matter to:

Patrick D. Newton
Contact Person

Strauss & Associates, P.A.
Firm/Company

104 N. Washington St.
Address

Hendersonville, NC 28739
City, State and Zip Code

patrick@strausslaw.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Patrick D. Newton at (828) 696-1811
Name of Contact Person Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- \$52.50 Filing Fee \$61.25 Filing Fee and Certificate of Status \$105.00 Filing Fee and Certified Copy \$113.75 Filing Fee, 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

FILED

2010 JUL -2 PM 4:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Conversion
For
Florida Limited Partnership or Limited Liability Limited Partnership
Into
"Other Organization"

This Certificate of Conversion is submitted to convert the following **Florida Limited Partnership or Limited Liability Limited Partnership into an "Other Organization"** in accordance with s. 620.2104, Florida Statutes.

1. The name of the Florida Limited Partnership or Limited Liability Limited Partnership converting into the "Other Organization" is:

The Trusler Family Limited Partnership *AD0000001696*
Enter Name of Florida Limited Partnership/Limited Liability Limited Partnership

2. The name of the "Other Organization" is:

Cherry's Cookies, LLC
Enter Name of "Other Organization"

3. The "Other Organization" is a Limited Liability Company
(Enter entity type. Example: corporation, limited liability company, general partnership, common law or business trust, etc.)

organized, formed or incorporated under the laws of North Carolina
(Enter state, or if a non-U.S. entity, the name of the country)

4. The above referenced Florida Limited Partnership or Limited Liability Limited Partnership has converted into an "Other Organization" in compliance with Chapter 620, F.S., and the conversion complies with the applicable laws governing the "Other Organization."

5. The plan of conversion was approved by the converting Florida Limited Partnership or Limited Liability Limited Partnership as required by Chapter 620, F.S., and the governing law of the converted "Other Organization."

6. This conversion was effective under the laws governing the "Other Organization"

on: June 4, 2010

7. If the "Other Organization" is an out-of-state organization not registered to transact business in Florida, the "Other Organization" lists the following street and mailing address of an office the Florida Department of State may use for purposes of s. 620.2105(3), F.S.:

Street Address: 25 Fowler Trace
Waynesville, NC 28746

Mailing Address: 25 Fowler Trace
Waynesville, NC 28746

Signed this 30th day of June, 20 10

Signature of Each General Partner listed in Certificate of Limited Partnership:

Geneva M. Trusler Living Trust dated 11/11/98

x Geneva M. Trusler

Geneva M. Trusler, Trustee

Fees: Filing Fee: \$52.50
Certified Copy: \$52.50 (Optional)
Certificate of Status: \$8.75 (Optional)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA