

L04000028179

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

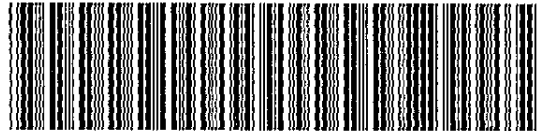
(Document Number)

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**FILED**  
2006 FEB 24 AM 9:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
**RECEIVED**  
06 FEB 24 AM 11:30  
DEPT. OF REVENUE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

CT CORPORATION

February 24, 2006

Department of State, Florida  
Clifton Building  
2611 Executive Center Circle  
Tallahassee FL 32301

FILED  
2006 FEB 24 AM 9:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Order #: 6573932 SO  
Customer Reference 1: 48885  
Customer Reference 2: 332

Dear Department of State, Florida:

Please obtain the following:

FoodFranchise.com, LLC (FL)  
Conversion  
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Connie R Bryan  
Manager Fulfill Ctr  
Connie.Bryan@wolterskluwer.com

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

FILED  
2006 FEB 24 AM 9:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Certificate of Conversion**  
For  
**Florida Limited Liability Company**  
Into  
**"Other Business Entity"**

This Certificate of Conversion is submitted to convert the following Florida Limited Liability Company into an "Other Business Entity" in accordance with s. 608.4403, Florida Statutes.

1. The name of the Florida Limited Liability Company converting into the "Other Business Entity" is:

FoodFranchise.com, LLC  
(Enter Name of Florida Limited Liability Company)

2. The name of the "Other Business Entity" is:

FoodFranchise.com, LLC  
(Enter Name of "Other Business Entity")

3. The "Other Business Entity" is a limited liability company  
(Enter entity type. Example: corporation, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

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

4. The above referenced Florida Limited Liability Company has converted into an "Other Business Entity" in compliance with Chapter 608, F.S., and the conversion complies with the statute or applicable law governing the "Other Business Entity."

5. The plan of conversion was approved by the converting Florida Limited Liability Company in accordance with Chapter 608, F.S.

6. If applicable, the written consent of each member who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to s. 608.4402(2), F.S.

7. This conversion was effective under the laws governing the "Other Business Entity"

on: February 22, 2006

8. This conversion shall be effective in Florida on: February 22, 2006  
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date of the conversion under the laws governing the "Other Business Entity.")  
(For accounting purposes.)

9. The principal office address of the "Other Business Entity" under the laws of the state, country, or jurisdiction in which such entity was organized is as follows:

c/o The Corporation Trust Company, Corporation Trust Center  
1209 Orange Street, Wilmington, Delaware 19801

10. If the "Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Other Business Entity":

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida limited liability company, including any appraisal rights of its members under ss. 608.4351-608.43595, F.S.


b.) Lists the following street and mailing address of an office the Florida Department of State may use for purposes of s. 48.181, F.S.

Street Address: The Corporation Trust Company, Corporation Trust Center  
1209 Orange Street, Wilmington, DE 19801

Mailing Address: Same.

11. The "Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 608.4351-608.43595, F.S.

Signed this 16<sup>th</sup> day of February, 20 06

Signature:   
(Must be signed by a Member or Authorized Representative.)

Printed Name: Jerry Young Title: Authorized Representative

Fees: Filing Fee: \$25.00  
Certified Copy: \$30.00 (Optional)  
Certificate of Status: \$5.00 (Optional)  
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