

LO70000000/66

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

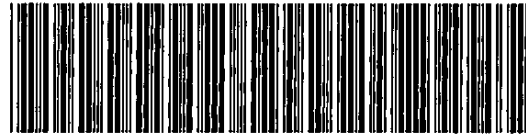
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Conversion

Office Use Only



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12/19/06--01028--006 **55.00

*Reject.
eff. date*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
06 DEC 19 PM 3:14



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 21, 2006

L ANDREW WHARION
635 EULLID AVE #104
MIAMI BEACH, FL 33139

SUBJECT: 4 GUYS AND A CONDO, INC.
Ref. Number: P05000163738

We have received your document for 4 GUYS AND A CONDO, INC. and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date of the conversion cannot be prior to the date of filing nor more than 90 days after the date of filing and must be the same as the effective date listed in the Florida Articles of Incorporation, if any.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6851.

Gina McLeod
Document Specialist

Letter Number: 606A00072162

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: 4 GUYS AND A CONDO LLC
(Name of Resulting Florida Limited Company)

The enclosed Certificate 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. 608.439, F.S.

Please return all correspondence concerning this matter to:

L. ANDREW WHARTON

(Contact Person)

(Firm/Company)

635 EUCLID AVE #104

(Address)

MIAMI BEACH, FL 33139

(City, State and Zip Code)

For further information concerning this matter, please call:

L. ANDREW WHARTON

(Name of Contact Person)

at (305) 799-0162

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|---|--|---|--|
| <input type="checkbox"/> \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization) | <input checked="" type="checkbox"/> \$155.00 Filing Fees
and Certificate of
Status | <input type="checkbox"/> \$180.00 Filing Fees
and Certified Copy | <input type="checkbox"/> \$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

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

This Certificate of Conversion **and attached Articles of Organization** are submitted to convert the following **"Other Business Entity"** into a **Florida Limited Liability Company** in accordance with s.608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

4 GUYS AND A CONDO, INC.
(Enter Name of Other Business Entity)

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

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

on DECEMBER 2005.
(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

4. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:

4 GUYS AND A CONDO LLC.
(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: DECEMBER 29, 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 listed in the attached Articles of Organization, if an effective date is listed therein.)

Signed this 12TH day of DECEMBER 2006

Signature of Authorized Person: P. Andrew Wharton

Printed Name: L ANDREW WHARTON Title: VICE PRESIDENT

Fees:

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

4 GUYS AND A CONDO LLC

(Must end with the words "Limited Liability Company," "Limited Company" or their abbreviation "LLC," or "L.C.,")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

635 EUCLID AVE #104
MIAMI BEACH, FL 33139

Mailing Address:

635 EUCLID AVE #104
MIAMI BEACH, FL 33139

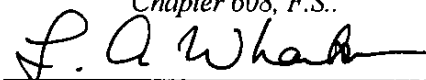
ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

KPMG LLP c/o L.A. WHARTON
Name
2. S. BISCAYNE BLVD SUITE 2800
Florida street address (P.O. Box NOT acceptable)
MIAMI FL 33131
City, State, and Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company 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 registered agent as provided for in Chapter 608, F.S..



Registered Agent's Signature (REQUIRED)

(CONTINUED)

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

MGR

MGRM

Name and Address:

L.A. WHARTON

635 EUCLID AVE #104
MIAMI BEACH, FL 33139

L.A. WHARTON

635 EUCLID AVE #104
MIAMI BEACH, FL 33139

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: 12/29/06
(OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

REQUIRED SIGNATURE:

L.A. Wharton

Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

L.A. WHARTON

Typed or printed name of signee

Filing Fees:

**\$125.00 Filing Fee for Articles of Organization and Designation
of Registered Agent**

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)