

L070000016947

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

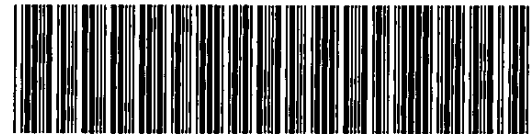
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

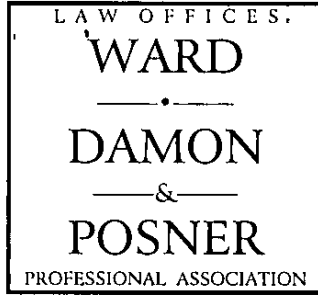


900087859759

02/13/07--01005--004 **150.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
07 FEB 13 PM 1:33

& BRYAN FEB 14 2007



4420 BEACON CIRCLE
WEST PALM BEACH, FL 33407
Tel: (561) 842-3000
Fax: (561) 842-3626
www.warddamon.com

*Michael J Posner, Esquire
Board Certified Real Estate Attorney
mjposner@warddamon.com*

February 7, 2007

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Conversion of Train Grow Profit, Inc. into Train Grow Profit, LLC

Dear Sir/Madam:

Enclosed please find the following:

1. Original Certificate of Conversion;
2. Original Articles of Organization;
3. Copy of the Plan of Conversion; and
4. The fee of \$150.00.

Please file the foregoing and confirm the conversion at your earliest possible convenience. If you have any questions, please feel free to contact me.

Very truly yours,

Michael J Posner
For the firm

MJP/cz

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
07 FEB 13 PM 1:33

FILED OF STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
07 FEB 13 PM 1:33

CERTIFICATE OF CONVERSION

FOR

TRAIN GROW PROFIT, INC.

INTO A

FLORIDA LIMITED LIABILITY COMPANY

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following entity into a Florida Limited Liability Company in accordance with §608.439, Florida Statutes.

1. The name of the entity immediately prior to the filing of this Certificate of Conversion is:

TRAIN GROW PROFIT, INC. #P06000036666

2. The entity is a corporation first organized, formed or incorporated under the laws of the state of Florida on March 13, 2006.

3. If the jurisdiction of **TRAIN GROW PROFIT, INC.** was changed, the state or country under the laws of which it is now organized, formed or incorporated:
Florida

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

TRAIN GROW PROFIT, LLC

Prepared by: Michael J Posner, Esq.
4420 Beacon Circle, Suite 100
West Palm Beach, Florida 33407
Bar No: 525685 ♦ Phone: 561/842-3000

5. If not effective on the date of filing, enter the effective date:

DATED as of this 1st day of January, 2007.

By: 

Ayshe Kadir, Manager

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

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
01 FEB 13 PM 1:33

STATE OF FLORIDA; COUNTY OF PALM BEACH) ss:

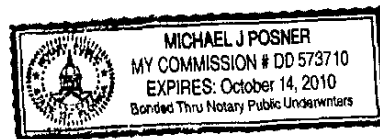
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Ayshe Kadir, Manager, to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 2nd day of January, 2007.

Notary Public

Sign: 

My Commission Expires:



Prepared by: Michael J Posner, Esq.
4420 Beacon Circle, Suite 100
West Palm Beach, Florida 33407
Bar No: 525685 ♦ Phone: 561/842-3000

**ARTICLES OF ORGANIZATION OF
TRAIN GROW PROFIT, LLC**

THE UNDERSIGNED, pursuant to the Florida Limited Liability Company Act, adopts the following Articles of Organization for such Limited Liability Company:

ARTICLE I - NAME

The name of this Limited Liability Company is:

TRAIN GROW PROFIT, LLC

ARTICLE II - DURATION

The duration of this Limited Liability Company is perpetual.

ARTICLE III - PURPOSE

The purpose for which this Limited Liability Company is organized is to engage in any lawful act or activities for which limited liability companies may be organized under the laws of the State of Florida.

ARTICLE IV - MAILING ADDRESS OF LIMITED LIABILITY COMPANY

The mailing address of the business of this Limited Liability Company is 4420 Beacon Circle, West Palm Beach, Florida 33407, and the principal place of business of this Limited Liability Company is 4420 Beacon Circle, West Palm Beach, Florida 33407.

ARTICLE V - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of this Limited Liability Company's initial registered office in Florida is 4420 Beacon Circle, Suite 100, West Palm Beach, Florida 33407 and the name of its initial registered agent at that address is Michael J Posner, Esq.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
07 FEB 13 PM 1:33

**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for **TRAIN GROW PROFIT, LLC**, at the initial registered office of the Limited Liability Company in this State designated in its Articles of Organization, 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, Florida Statutes.

Date: January , 2007.



Michael J Posner
4420 Beacon Circle
West Palm Beach, Florida 33407

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
07 FEB 13 PM 1:33

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
07 FEB 13 PM 1:33

PLAN OF CONVERSION

Plan of Conversion dated January , 2007, by and among **TRAIN GROW PROFIT, INC.** a Florida corporation (hereinafter sometimes called the "Pre-Conversion Company"), **TRAIN GROW PROFIT, LLC**, a Florida limited liability company (hereinafter sometimes called the "Post-Conversion Company"), and **Ayshe Kadir** (hereinafter sometimes called the "Owner")

WITNESSETH:

WHEREAS, **TRAIN GROW PROFIT, INC.** is a corporation organized and existing under the laws of the State of Florida, with its principal office at 4420 Beacon Circle, West Palm Beach FL 33407; and

WHEREAS, **TRAIN GROW PROFIT, INC.** has a capitalization of Seven Thousand Five Hundred (7,500) authorized shares of One Cent (\$0.01) par value, of which One Hundred (100) shares are issued and outstanding. The authorized number of shares will be not be increased prior to the effective date of the conversion; and

WHEREAS, **TRAIN GROW PROFIT, LLC** will be a limited liability company organized and existing under the laws of the State of Florida with its principal office at 4420 Beacon Circle, West Palm Beach FL 33407 with a capitalization of Ten Thousand (10,000) authorized units of which One Hundred (100) units are to be issued and outstanding; and

WHEREAS, the boards of directors of **TRAIN GROW PROFIT, INC.** deem it desirable and in the best business interests of the Pre-Conversion Company and its stockholders that **TRAIN GROW PROFIT, INC.** be converted into **TRAIN GROW PROFIT, LLC** pursuant to the provisions of §608.439 Florida Statutes of the Florida Limited Liability Company Act; and

WHEREAS, Owner is the sole shareholder of the Pre-Conversion Company and shall be the sole member of the Post-Conversion Company.

NOW, THEREFORE, in consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
07 FEB 13 PM 1:33

Section One: Conversion. TRAIN GROW PROFIT, INC. shall convert to and into TRAIN GROW PROFIT, LLC, which shall be the Post-Conversion Company.

Section Two: Terms and Conditions. On the effective date of the conversion, the existence of the Pre-Conversion Company shall cease as a Florida corporation, and the Post-Conversion Company shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Pre-Conversion Company, without the necessity for any separate transfer. The Post-Conversion Company shall thereafter be responsible and liable for all liabilities and obligations of the Pre-Conversion Company, and neither the rights of creditors nor any liens on the property of the Pre-Conversion Company shall be impaired by the conversion.

Section Three: Conversion of Shares. The manner and basis of converting the shares of the Pre-Conversion Company into Units of the Post-Conversion Company is as follows:

(a) Each share of the common stock of TRAIN GROW PROFIT, INC. issued and outstanding on the effective date of the conversion shall be converted into one (1) membership unit in TRAIN GROW PROFIT, LLC which membership units of the Post-Conversion Company shall thereupon be issued and outstanding.

(b) The conversion shall be effected as follows: After the effective date of the conversion, each holder of certificates for shares of common stock in the Pre-Conversion Company shall surrender them to the Post-Conversion Company or its duly appointed agent, in such manner as the Post-Conversion Company shall legally require. On receipt of such share certificates, the Post-Conversion Company shall issue and exchange therefore stock certificates for units in the Post-Conversion Company, representing the number of units of such stock to which such holder is entitled as provided above.

(c) Holders of certificates of common stock of the Pre-Conversion Company shall not be entitled to dividends payable on membership units in the Post-

Conversion Company until certificates have been issued to such stockholders. Thereafter, each such member shall be entitled to receive any dividends on units of the Post-Conversion Company issuable to them hereunder which may have been declared and paid between the effective date of the conversion and the issuance to such member of the certificate for such units in the Post-Conversion Company.

FILED
16 FEB 11 11:33
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Section Four: Articles of Organization. The Articles of Organization of the Post-Conversion Company shall be its Articles of Organization following the effective date of the conversion.

Section Five: Operating Agreement. The Operating Agreement of the Post-Conversion Company, shall be its Operating Agreement following the effective date of the conversion.

Section Six: Manager. The managers of the Post-Conversion Company, on the effective date of the conversion, shall be Ayshe Kadir for the full unexpired term of her office and until her successor has been elected or appointed and qualified.

Section Seven: Prohibited Transactions. Prior to the effective date of the conversion, Pre-Conversion Company shall not engage in any activity or transaction other than in the ordinary course of business, except that the Pre-Conversion Company and the Post-Conversion Company may take all action necessary or appropriate under the laws of the State of Florida to consummate this conversion.

Section Eight: Approval by Stockholders. This plan of conversion shall be submitted for the approval of the stockholders of the Pre-Conversion Company in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before January 2, 2007, or at such other time as to which the constituent entities may agree.

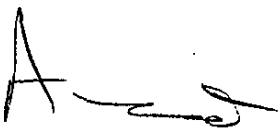
Section Nine: Effective Date of Conversion. The effective date of this conversion shall be the date when the certificate of conversion is filed with the Secretary of State of Florida.

Section Ten: Abandonment of Conversion. This plan of conversion may be abandoned by action of the Post-Conversion Company at any time prior to the effective date if the conversion is not approved by the stockholders of the Pre-Conversion Company on or before January 2, 2007.

Section Eleven: Execution of Agreement. This plan of conversion may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers/managers, sealed with their corporate and company seals, pursuant to the authorization of their respective boards of directors/managers on the date first above written.

TRAIN GROW PROFIT, LLC

By: 

Ayshe Kadir, Manager

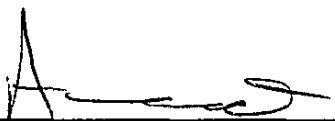
(Company Seal)

TRAIN GROW PROFIT, INC.

By: 

Ayshe Kadir, President

(Corporate Seal)



Ayshe Kadir