

L10000056654

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

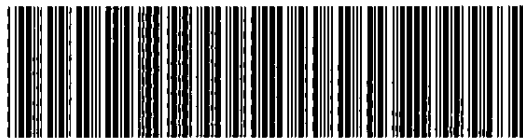
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



400181243504

05/25/10--01022--016 \*\*150.00

FILED  
10 MAY 25 PM 12:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. BRYAN  
MAY 26 2010  
EXAMINER

# HINSHAW

& CULBERTSON LLP

May 17, 2010

**VIA UPS**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Conversion of Meridian Financial Group, Inc.

Dear Madam/Sir:

Please be advised that the undersigned represents Stephen S. Raskin in his capacity as Sole Director and Shareholder of the MERIDIAN FINANCIAL GROUP, INC.

Enclosed herein are the following documents for filing in order to convert MERIDIAN FINANCIAL GROUP, INC. into MERIDIAN FINANCIAL GROUP, LLC:

1. Certificate of Conversion; and
2. Articles of Organization of MERIDIAN FINANCIAL GROUP, LLC, together with the signed Certificate of Designation of Registered Agent/Registered Office.

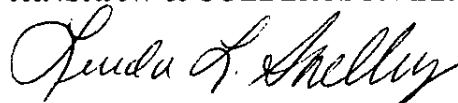
Also enclosed please find a check payable to the Florida Department of State in the amount of \$150.00 representing conversion fee (\$25.00) and filing fee for the Articles of Organization (\$125.00).

Please process the requested conversion and forward your correspondence to my office indicating that the above conversion has been effectively processed.

If you have any questions, please feel free to contact me. Thank you.

Very truly yours,

HINSHAW & CULBERTSON LLP



Linda L. Snelling  
lsnelling@hinshawlaw.com

LLS:rrk/Enclosures

cc: Mr. Stephen S. Raskin

**ATTORNEYS AT LAW**

One East Broward Blvd.  
Suite 1010  
Ft. Lauderdale, FL 33301

954-467-7900  
954-467-1024 (fax)  
www.hinshawlaw.com

FILED  
MAY 25 PM 12:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Certificate of Conversion

For

MERIDIAN FINANCIAL GROUP, INC., a Florida Profit Corporation

Into

MERIDIAN FINANCIAL GROUP, LLC, a Florida Limited Liability Company

FILED  
MAY 25 11:12:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 §608.439, Florida Statutes.

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

MERIDIAN FINANCIAL GROUP, INC. #K40141

2. MERIDIAN FINANCIAL GROUP, INC. is a Florida Corporation first organized under the laws of the State of Florida on October 20, 1988.


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

MERIDIAN FINANCIAL GROUP, LLC.


4. This conversion shall be effective as of the date of the filing this Certificate of Conversion with the State of Florida.

Signed this \_\_\_ day of May, 2010.

MERIDIAN FINANCIAL GROUP, LLC.

By:   
Stephen S. Raskin, Managing Member  
or Authorized Representative

MERIDIAN FINANCIAL GROUP, INC.

By:   
Stephen S. Raskin, President/Director

**ARTICLES OF ORGANIZATION  
OF  
MERIDIAN FINANCIAL GROUP, LLC**

**FILED**  
10 MAY 25 PM 12:42  
SECRETARY OF STATE  
ALLAHASSEE, FLORIDA

**ARTICLE I  
NAME**

The name of this Corporation shall be:

**MERIDIAN FINANCIAL GROUP, LLC**

**ARTICLE II  
DURATION**

This limited liability company shall have perpetual existence.

**ARTICLE III  
PURPOSE AND POWERS**

Except as restricted by the Articles of Organization, this limited liability company is organized for each and every legal and lawful purpose for which a limited liability company may be organized pursuant to the Florida Limited Liability Company Act.

**ARTICLE IV  
PRINCIPAL OFFICE ADDRESS**

The mailing address and the street address of the principal office of this limited liability company shall be 8549 Surrey Lane, Boca Raton, Florida 33496.

**ARTICLE V  
INITIAL REGISTERED AGENT AND OFFICE ADDRESS**

The initial registered agent for this limited liability company and the street address of the initial registered agent are:

Linda L. Snelling, Esq.  
One East Broward Blvd., Suite 1010  
Ft. Lauderdale, FL 33301

ARTICLE VI  
ADDITIONAL MEMBERS

This limited liability company may admit additional members subject to approval by unanimous vote of the existing members.

FILED  
10 MAY 25 PM 5:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE VII  
INITIAL MANAGER

This limited liability company shall be managed by one or more managers. This limited liability company shall initially have one manager. The number of managers of this company may be changed in accordance with the regulations of the company. The name and address of the initial manager is as follows:

STEPHEN S. RASKIN  
8549 Surrey Lane  
Boca Raton, FL 33496

The initial manager shall serve until the first annual meeting or until his successor is elected and qualified or until his death or resignation.

ARTICLE VIII  
REGULATIONS

The regulations of this limited liability company may only be adopted, amended, altered or repealed by the unanimous vote of the members.

ARTICLE IX  
MEMBERS' RIGHT TO CONTINUE BUSINESS

The members remaining after the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event, which terminates the membership of a member, have the right to continue the business of this limited liability company subject to approval by unanimous vote of the remaining members; provided that at least two members remain.

ARTICLE X  
AMENDMENT

This limited liability company reserves the right to amend, alter or repeal any provision contained in these Articles of Organization in accordance with the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, I, the undersigned, for the purpose of forming a Limited Liability Company to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Organization hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 16 day of May, 2010.



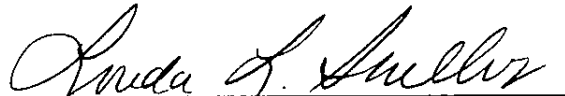
**STEPHEN S. RASKIN**  
Authorized Representative of the Members

FILED  
MAY 25 PM 12:42  
SECRETARY OF STATE  
PALM BEACH, FLORIDA

STATE OF FLORIDA            )  
  :§  
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me on this 16<sup>th</sup> day of May, 2010, by **STEPHEN S. RASKIN**, on behalf of **MERIDIAN FINANCIAL GROUP, LLC**, who is  personally known to me, or  who produced \_\_\_\_\_ as identification.

and who did take an Oath.



Notary Public, State of Florida

LINDA L. SNELLING

Print Name of Notary Public



My Commission Expires:

**CERTIFICATE OF DESIGNATION OF REGISTERD AGENT/REGISTERED OFFICE**


The name of the limited liability company is **MERIDIAN FINANCIAL GROUP, LLC.**

The name and address of the registered agent and office is:

**Linda L. Snelling, Esq.  
One East Broward Blvd., Suite 1010  
Ft. Lauderdale, FL 33301**

Having been named as registered agent and to accept service of process for the above named 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.

Dated this 17<sup>th</sup> day of May, 2010.

  
\_\_\_\_\_  
LINDA L. SNELLING, ESQ.  
Registered Agent

**FILED**  
10 MAY 25 PM 12:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA