

L12000011961

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

PO6-16633

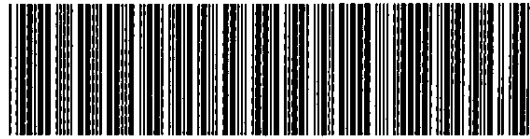
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

A. LUNT
JAN 25 2011
EXAMINER

Office Use Only



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01/24/12--01026--028 **180.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
2012 JAN 24 PM 3:05

FILED

LISA BRADEN, P.A.
4623 FOREST HILL BLVD., SUITE 108-1
WEST PALM BEACH, FLORIDA 33415
E-Mail: lisa@lisabraden.com

Website: www.lisabraden.com

Telephone: (561) 641-1888

January 23, 2012

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

OVERNIGHT MAIL

Re: PALM SPRINGS GRILL, INC.
INTO
PALM SPRINGS GRILL, LLC

Certificate of Conversion and
Articles of Organization

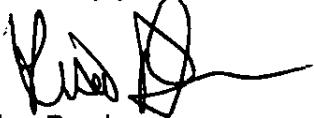
Dear Sirs:

Please find enclosed the Certificate of Conversion and Articles of Organization for the above entities along with a check in the amount of \$180.00. This amount represents \$150.00 filing fee and \$30.00 Certified Copy Fee.

After you have filed the Certificate of Conversion and Articles of Organization, please return the filed document to my office.

If you have any questions, please give my office a call.

Sincerely yours,



Lisa Braden

enclosures

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: PALM SPRINGS GRILL, 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:

Lisa Braden
(Contact Person)

Lisa Braden, P.A.
(Firm/Company)

4623 Forest Hill Blvd., Suite 108-1
(Address)

West Palm Beach, FL 33415
(City, State and Zip Code)

lisa@lisabraden.com
E-mail address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Lisa Braden at (561) 641-1888
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$150.00 Filing Fees (\$25 for Conversion & \$125 for Articles of Organization)
- \$155.00 Filing Fees and Certificate of Status
- \$180.00 Filing Fees and Certified Copy
- \$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

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TALLAHASSEE, FLORIDA
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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:

PALM SPRINGS GRILL, INC.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Corporation

(Enter entity type. Example: corporation, limited partnership, 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 February 2, 2006

(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**:

PALM SPRINGS GRILL, LLC

(Enter Name of Florida Limited Liability Company)

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

(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.)

6. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and the requirements of s.608.439, F.S., in effecting the conversion.

7. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

SECRETARY OF STATE
PALM SPRINGS, FLORIDA

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Signed this 23rd day of JANUARY 2012.

Signature of Member or Authorized Representative of Limited Liability Company:
Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

Signature of Member or Authorized Representative: [Signature]
Printed Name: Robert Ciceroni Title: President

Signature(s) on behalf of Other Business Entity: Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S. [See below for required signature(s).]

Signature: [Signature]
Printed Name: Robert Ciceroni Title: President

Signature: [Signature]
Printed Name: Carran Schneider Title: Vice President

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

If Florida Corporation:

Signature of Chairman, Vice Chairman, Director, or Officer.
If Directors or Officers have not been selected, an Incorporator must sign.

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

All others:

Signature of an authorized person.

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)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

PALM SPRINGS GRILL, LLC

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

ARTICLE II - Address:

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

Principal Office Address:

Mailing Address:

3174 Lake Worth Road

Palm Springs, Florida 33461

510 Whitney Avenue

Suite A8

Lantana, Florida 33462

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:

Lisa Braden

Name

4623 Forest Hill Blvd., Ste. 108-1

Florida street address (P.O. Box **NOT** acceptable)

West Palm Beach, FL 33415

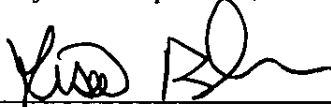
City, State, and Zip

SECRETARY OF STATE
PALM HARBOR, FLORIDA

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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

Name and Address:

MGRM

Robert Ciceroni
510 Whitney Avenue, Suite A8
Lantana, Florida 33462

MGRM

Carran Schneider
1433 Council Bluff Drive
Atlanta, Georgia 30345

2012 JAN 24 PM 3 55
STATE DEPT OF STATE
TALLAHASSEE, FLORIDA

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(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____
(OPTIONAL)

(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 Certificate of Conversion, if an effective date listed therein.)

REQUIRED SIGNATURE:



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. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Robert Ciceroni
typed or printed name of signee