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B. KOHR

MAY 12 2010

EXAMINER

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DIVISION OF CORPORATIONS
10 MAY 11 PM 12:41

CERTIFICATE OF CONVERSION

for
"OTHER BUSINESS ENTITY"
into
FLORIDA PROFIT CORPORATION

This Certificate of Conversion and attached Articles of Incorporation are submitted to convert the following "Other Business Entity" into a Florida Profit Corporation in accordance with Sections 608.4403 and 607.1115, Florida Statutes.

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

FFI FLORIDA, LLC *LOG UUUU46869*

2. The "Other Business Entity", is a limited liability company formed under the laws of the State of Florida on January 14, 2009.

3. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation is:

FFI FLORIDA, INC.

4. FFI Florida, LLC, a Florida limited liability company, has been converted into a Florida corporation in compliance with Chapters 607 and 608, Florida Statutes.

5. The conversion was approved as required by Chapters 607 and 608, Florida Statutes, and was approved in such a manner that complied with the converting organization's governing law.

6. The conversion is effective May 11, 2010.

7. The address of the principal office of FFI Florida, Inc. is:

1085 West Morse Blvd.
Winter Park, FL 32789

8. No members of FFI Florida, LLC have appraisal rights under Chapter 608, Florida Statutes.

Signed this 10th day of May, 2010.

FFI FLORIDA, LLC, a Florida limited liability company

By: *John D. Thedford*
John D. Thedford, Authorized Representative

FFI FLORIDA, INC., a Florida corporation

By: *John D. Thedford*
John D. Thedford, President

SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 MAY 11 PM 12:41

**ARTICLES OF INCORPORATION
OF
FFI FLORIDA, INC.**

The undersigned, being a natural person of legal age, does hereby desire to form a corporation under the laws of the State of Florida and does hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is **FFI Florida, Inc.**

ARTICLE II - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the initial principal place of business and mailing address of the corporation is 1085 West Morse Blvd., Winter Park, FL 32789.

ARTICLE III - AUTHORIZED SHARES

The maximum number of shares of stock that the corporation is authorized to issue is 1,000 shares of common stock having a par value of \$.01 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is the same address as above, and the initial registered agent of the corporation and the street address of the registered agent of this Corporation in the State of Florida shall be:

John D. Thedford
1085 West Morse Blvd.
Winter Park, FL 32789

ARTICLE V - INCORPORATOR

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
John D. Thedford	1085 West Morse Blvd. Winter Park, FL 32789

ARTICLE VI - INITIAL DIRECTORS

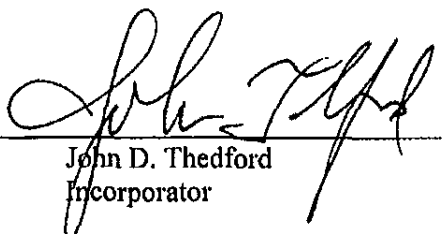
The name and mailing address of the persons who shall serve as the directors of the Corporation until the first annual meeting of the shareholders are as follows:

<u>Name</u>	<u>Address</u>
John D. Thedford	1085 West Morse Blvd. Winter Park, FL 32789
Wilton A. Whitcomb III	1085 West Morse Blvd. Winter Park, FL 32789

ARTICLE VII - INDEMNIFICATION

The corporation shall, to the fullest extent permitted by the laws of Florida including, but not limited to, Section 607.0850 of the Florida Business Corporation Act, as the same may be amended and supplemented from time to time, indemnify any and all directors and officers of the corporation.

IN WITNESS WHEREOF, the undersigned does hereby execute this instrument this 10th day of May, 2010.



John D. Thedford
Incorporator

**FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

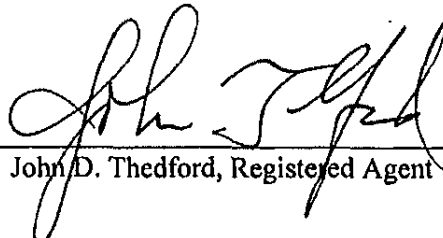
Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the following is submitted:

That FFI Florida, Inc. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 1085 West Morse Blvd., Winter Park, FL 32789, has named John D. Thedford as its agent to accept service within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the Corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Business Corporation Act, relative to the proper and complete performance of my duties as registered agent.

Dated: May 10, 2010



John D. Thedford, Registered Agent