

LO7000066831

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

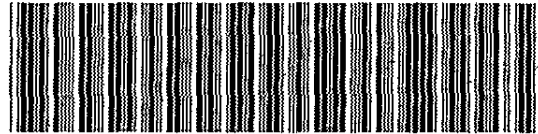
Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

MO7-2731

Office Use Only



500104721035

06/25/07--01020--021 **185.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LEVIN TANNENBAUM

Our partnership starts with you

CARMEN R. GILLET ** ALAN E. TANNENBAUM ***
GABRIELA KEPECZ IVO J. TRAVNICEK
JEROME S. LEVIN * NORMAN B. WAARA
SALVATORE G. SCRO

* Board Certified in Real Estate
** Board Certified in Marital and Family Law
*** Board Certified in Construction Law

June 21, 2007

Via: U.S. Mail

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

Re: Allodex Systems, Inc.

Dear Clerk:

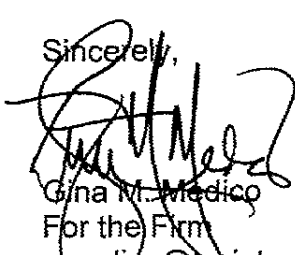
Enclosed for filing the Registration Section of the Division of Corporation are the following documents:

1. Cover Letter;
2. Certificate of Conversion;
3. Allodex Systems, LLC Members Written Consent;
4. Articles of Organization for Florida Limited Liability Company;
5. Allodex Systems, LLC Manager Written Consent;

Also enclosed is this firms check in the amount of \$185.00 which amount reflects the filing fees, certified copies and a Certificate of Status.

Should anything further be required to file this matter, please contact me immediately at the information listed below.

Sincerely,


Gina M. Medico

For the Firm

gmedico@levintannenbaum.com

Telephone # (941) 316-0111, ext 325

Department Fax # (941) 316-0301

Enclosures

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TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: ALLODEX SYSTEMS, 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:

Norman Waara, Esq.

(Contact Person)

Levin Tannenbaum

(Firm/Company)

1680 Fruitville Road, Suite 102

(Address)

Sarasota, Florida 34236

(City, State and Zip Code)

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For further information concerning this matter, please call:

Norman Warra, Esq. at (941) 316-0111, ex. 305

(Name of Contact Person)

(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 type="checkbox"/> \$155.00 Filing Fees
and Certificate of
Status | <input type="checkbox"/> \$180.00 Filing Fees
and Certified Copy | <input checked="" 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:

ALLODEX SYSTEMS, LLC

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a limited liability company
(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 Arizona
(Enter state, or if a non-U.S. entity, the name of the country)

on September, 2001
(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:

ALLODEX SYSTEMS, LLC

(Enter Name of Florida Limited Liability Company)

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TALLAHASSEE, FLORIDA

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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.)

Signed this _____ day of June 2007.

Signature of Authorized Person: 

Printed Name: Robert Elkins Title: Managing Member

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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ALLODEX SYSTEMS, LLC
AN ARIZONA LIMITED LIABILITY COMPANY
MEMBERS WRITTEN CONSENT

The undersigned, constituting a 2/3 Majority-In-Interest of the Members of Allodex Systems, LLC, an Arizona Limited Liability Company (the "Company"), hereby adopt the following resolutions and takes the following actions by written consent in lieu of a meeting:

RESOLVED, it to be in the best business interests of the Company and its Members that the Company be domesticates in Florida and the Members hereby authorize, adopt and ratify the conversion of the Company into a Florida limited liability company.

FURTHER RESOLVED, that the Manager and officers of the Company are instructed and directed to file the certificate of conversion and all other required document and instruments with the Florida Secretary of State and to take all necessary actions to establish a Florida domicile for the Company as soon as practicable.

FURTHER RESOLVED, that this Consent may be signed by the Members in one or more copies by way of facsimile transmission and such facsimile copies shall be deemed original copies for all purposes if original copies are not delivered.

IN WITNESS WHEREOF, the undersigned have executed this consent of the day of June, 2007.

MEMBER:

Percentage Membership Interest

Lewis Pitnick

21 2/3%

Jeffrey Sakoff

21 2/3%

Robert Elkins

25%

Total: 68 2/3%

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

ALLODEX SYSTEMS, 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:

5651 Downham Meadow
Sarasota, Florida 34235

Mailing Address:

5651 Downham Meadow
Sarasota, Florida 34235

ARTICLE III - Registered Agent, Registered Office, & Registered Agent

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:

Robert Elkins

5651 Downham Meadow

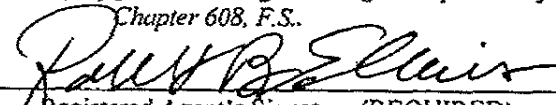
Florida street address (P.O. Box NOT acceptable)

Sarasota, FL 34235

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)

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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 Elkins

5651 Downham Meadow

Sarasota, Florida 34235

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(Use attachment if necessary)

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


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.)

Robert Elkins

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)

ALLODEX SYSTEMS, LLC
AN ARIZONA LIMITED LIABILITY COMPANY
MEMBERS WRITTEN CONSENT

The undersigned, constituting a 2/3 Majority-In-Interest of the Members of Allodex Systems, LLC, an Arizona Limited Liability Company (the "Company"), hereby adopt the following resolutions and takes the following actions by written consent in lieu of a meeting:

RESOLVED, it to be in the best business interests of the Company and its Members that the Company be domesticates in Florida and the Members hereby authorize, adopt and ratify the conversion of the Company into a Florida limited liability company.

FURTHER RESOLVED, that the Manager and officers of the Company are instructed and directed to file the certificate of conversion and all other required document and instruments with the Florida Secretary of State and to take all necessary actions to establish a Florida domicile for the Company as soon as practicable.

FURTHER RESOLVED, that this Consent may be signed by the Member in one or more copies by way of facsimile transmission and such facsimile copies shall be deemed original copies for all purposes if original copies are not delivered.

IN WITNESS WHEREOF, the undersigned have executed this consent of the day of June, 2007.

MEMBER:

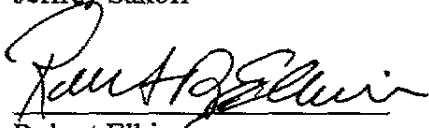
Percentage Membership Interest

Lewis Pitnick

21 2/3%

Jeffrey Sakoff

21 2/3%


Robert Elkins

25%

Total: 68 2/3%

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TALLAHASSEE, FLORIDA

ALLODEX SYSTEMS, LLC

AN ARIZONA LIMITED LIABILITY COMPANY

MEMBERS WRITTEN CONSENT

The undersigned, constituting a 2/3 Majority-In-Interest of the Members of Allodex Systems, LLC, an Arizona Limited Liability Company (the "Company"), hereby adopt the following resolutions and takes the following actions by written consent in lieu of a meeting:

RESOLVED, it to be in the best business interests of the Company and its Members that the Company be domesticated in Florida and the Members hereby authorize, adopt and ratify the conversion of the Company into a Florida limited liability company.

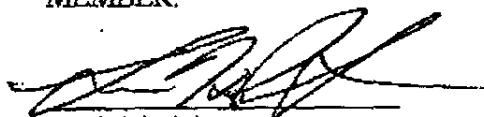
FURTHER RESOLVED, that the Manager and officers of the Company are instructed and directed to file the certificate of conversion and all other required document and instruments with the Florida Secretary of State and to take all necessary actions to establish a Florida domicile for the Company as soon as practicable.

FURTHER RESOLVED, that this Consent may be signed by the Members in one or more copies by way of facsimile transmission and such facsimile copies shall be deemed original copies for all purposes if original copies are not delivered.

9th IN WITNESS WHEREOF, the undersigned have executed this consent as of the day of June, 2007.

MEMBER:

Percentage Membership Interest


Lewis Pitnick

21 2/3%

Jeffrey Sakoff

21 2/3%

Robert Elkins

25%

Total: 68 2/3%

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ALLODEX SYSTEMS, LLC
AN ARIZONA LIMITED LIABILITY COMPANY
MANAGER WRITTEN CONSENT

The undersigned, being the sole Manager of Allodex Systems, LLC (the "Company"), hereby consent to the following actions by written consent in lieu of a meeting:

RESOLVED, that the Manager of the Company determined it to be in the best business interests of the Company and its Members that the Company be domesticated in Florida.

FURTHER RESOLVED, that the Manager and officers of the Company are instructed and directed to file the certificate of conversion and all other required document and instruments with the Florida Secretary of State and to take all necessary actions to establish a Florida domicile for the Company as soon as practicable.

Execution of this Consent by the undersigned, being the sole Manager of the Company, waives any requirement of a formal meeting to conduct the business referred to herein.

IN WITNESS WHEREOF, the undersigned Manager has executed this Consent this ____th day of June, 2007.


Robert Elkins, Manager

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