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TALLAHASSEE, FLORIDA

Ruden & Maclosky

LBF Spa Retail, Inc.

Requester's Name

Address

City/State/Zip

Phone #

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Conversion

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

☐ Walk in

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☒ Certified Copy - Articles

☐ Mail out

☐ Will wait

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☐ Certificate of Status

**NEW FILINGS**

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

**OTHER FILINGS**

- ☐ Annual Report
- ☐ Fictitious Name

**AMENDMENTS**

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

**REGISTRATION/QUALIFICATION**

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

**CERTIFICATE OF CONVERSION  
OF  
LBF SPA RETAIL, LLC,  
a Florida Converting Organization**

**FILED**  
07 JUL -5 AM 9:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, desiring to convert from LBF SPA RETAIL, LLC, a Florida limited liability company (the "Converting Organization") to LBF SPA RETAIL, INC., a Florida corporation (the "Converted Organization") pursuant to Section 607.1115 of the Florida Business Corporation Act, as amended (the "Act") does hereby execute and file with the Secretary of State of Florida this Certificate of Conversion:

1. The Converting Organization is a limited liability company created by filing of Articles of Organization with the Florida Department of State on ~~May~~ June 11, 2007, document number: L07000061228. The Converting Organization currently exists as a limited liability company under the laws of the State of Florida.

2. The name of the Converting Organization immediately prior to the Effective Date (as defined below) is LBF Spa Retail, LLC.

3. The name of the Converted Organization as set forth in the Articles of Incorporation, as attached hereto, is LBF Spa Retail, Inc.

4. The conversion of the Converting Organization to a corporation was approved, as required by the Act, by all of the members of the Converting Organization as of the Effective Date. The consents are evidenced by a record.

5. The effective date of the conversion reflected in this Certificate of Conversion ("Certificate"), as applicable to the Converting Organization and the Converted Organization, shall be the date this Certificate is filed with the Secretary of State of the State of Florida.

Dated this 29<sup>th</sup> day of June, 2007.

By: Scott J. Fuerst  
Scott J. Fuerst, Authorized Representative of the  
Converting Organization

**FILED**  
07 JUL -5 AM 9:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
LBF SPA RETAIL, INC.**

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**ARTICLE I  
NAME OF CORPORATION**

The name of this Corporation shall be:

LBF Spa Retail, Inc.

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The mailing address and the principal office of this Corporation is: 1751 NW 99<sup>th</sup> Avenue, Plantation, Florida 33322.

**ARTICLE III  
AUTHORIZED SHARES**

The total authorized capital stock of this Corporation shall consist of 10,000 shares of Common Stock, par value \$0.01 per share. Except as otherwise required by law or as otherwise provided in these Articles of Incorporation each share of Common Stock shall be entitled to one vote per share. Subject to the rights of any outstanding class or series of capital stock ranking senior to Common Stock as to dividends, dividends may be paid upon Common Stock in cash, property or securities as and when declared by the Board of Directors out of funds legally available therefore. As and when dividends are so declared and paid, the holders of Common Stock shall be entitled to participate in such dividends ratably on a per share basis. In the event of any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of Common Stock are entitled to share ratably in the net assets, if any, remaining after payment in full of all debts and liabilities of the Corporation and after the holders of any outstanding class or series of capital stock ranking senior to Common Stock shall have been paid in full the amounts to which such holders shall be entitled, or an

amount sufficient to pay the aggregate amount to which such holders are entitled shall have been set aside for the benefit of the holders of such senior capital stock.

#### **ARTICLE IV**

##### **ADDRESS OF REGISTERED OFFICE IN THIS STATE**

The street address of the initial registered office of this Corporation in the State of Florida is: 1751 NW 99<sup>th</sup> Avenue, Plantation, Florida 33322, and the initial registered agent of this Corporation at that address shall be Lauren B. Fuerst.

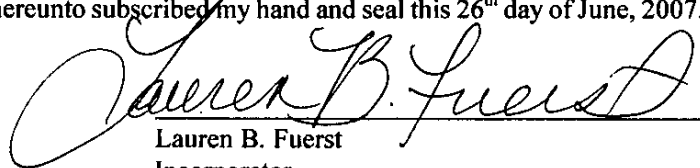
#### **ARTICLE V**

##### **INCORPORATOR**

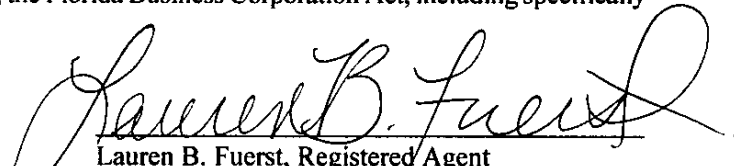
The name and street address of the person signing these Articles of Incorporation is:

Lauren B. Fuerst  
1751 NW 99<sup>th</sup> Avenue  
Plantation, Florida 33322

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal this 26<sup>th</sup> day of June, 2007.

  
Lauren B. Fuerst  
Incorporator

THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that she is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607.0505.

  
Lauren B. Fuerst, Registered Agent