

175080

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

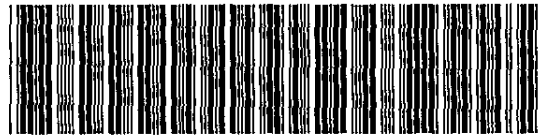
Special Instructions to Filing Officer:

No \$, incorrect form
175080

1/23

Office Use Only

(Handwritten signature)
2/28



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06 FEB 24 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SEA GARDEN SALES COMPANY, INC.
(Name of Florida Profit Corporation)

The enclosed Certificate of Conversion and fee(s) are submitted to convert a Florida Profit Corporation into an "Other Business Entity" in accordance with s. 607.1113, F.S.

Please return all correspondence concerning this matter to:

MICHAEL J. DALEY

(Contact Person)

LAW OFFICE OF MICHAEL J. DALEY

(Firm/Company)

PO BOX 4313

(Address)

MCALLEN, TEXAS 78502

(City, State and Zip Code)

For further information concerning this matter, please call:

MICHAEL J. DALEY

(Name of Contact Person)

at (956) 994-3100

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35.00 Filing Fee

☐ \$43.75 Filing Fee
and Certificate of
Status

☐ \$43.75 Filing Fee
and Certified Copy

☒ \$52.50 Filing Fee,
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

The Law Office of
MICHAEL J. DALEY
ATTORNEY & COUNSELOR AT LAW
3900 North Tenth Street, Suite 950
Post Office Box 4313
McAllen, Texas 78502
Telephone (956)994-3100
Telefax (956)668-9159

January 16, 2006

Department of State of Florida
Corporation Division
PO Box 6327
Tallahassee, Florida 32314

Re: **SEA GARDEN SALES CO., INC. – CONVERSION TO TEXAS LIMITED PARTNERSHIP**

I have enclosed a copy of the Articles of Conversion for the above-named Florida corporation. Please file take the appropriate action to list the corporation as being converted to a Texas limited partnership

Please give me a call or contact me if there are any problems.

Thank you in advance for your assistance and cooperation.

Very truly yours,
LAW OFFICE OF MICHAEL J. DALEY


MICHAEL J. DALEY

Enc.

#175080

The Law Office of

MICHAEL J. DALEY

3900 North Tenth Street, Suite 950
Post Office Box 4313
McAllen, Texas 78502
Telephone (956) 994-3100
Telefax (956) 668-9159

February 15, 2006

ATTN: Leslie Sellers
Registration Section
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

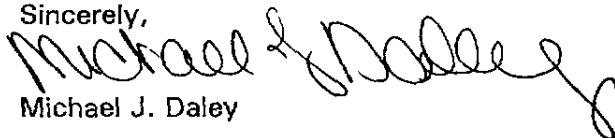
RE: Sea Garden Sales Company, Inc.;

Dear Leslie:

In connection with the above captioned matter, enclosed please find the conversion documents for Sea Garden Sales Company, Inc. I am additionally enclosing a check in the amount of \$52.50 to cover filing, certified copy and certificate of status fees.

Should you have any questions, please call me at my office.

Sincerely,

A handwritten signature in black ink, appearing to read "Michael J. Daley", with a stylized flourish at the end.

Michael J. Daley

MJD/cp
Enclosure

Certificate of Conversion
For
Florida Profit Corporation
Into
"Other Business Entity"

This Certificate of Conversion is submitted to convert the following **Florida Profit Corporation into an "Other Business Entity"** in accordance with s. 607.1113, Florida Statutes.

1. The name of the Florida Profit Corporation converting into the "Other Business Entity" is:

SEA GARDEN SALES COMPANY, INC. + 175080

(Enter Name of Florida Profit Corporation)

2. The name of the "Other Business Entity" is:

SEA GARDEN SALES COMPANY, LTD.

(Enter Name of "Other Business Entity")

3. The "Other Business Entity" is a LIMITED PARTNERSHIP
(Enter entity type. Example: limited liability company, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

organized, formed or incorporated under the laws of TEXAS
(Enter state, or if a non-U.S. entity, the name of the country)

4. The above referenced Florida Profit Corporation has converted into an "Other Business Entity" in compliance with Chapter 607, F.S., and the conversion complies with the applicable laws governing the "Other Business Entity."

5. The plan of conversion was approved by the converting Florida Profit Corporation in accordance with Chapter 607, F.S.

6. If applicable, the written consent of each shareholder who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to s. 607.1112(6), F.S.

7. This conversion was effective under the laws governing the "Other Business Entity"

on: 12-31-05 12:59 P.M.

8. This conversion shall be effective in Florida on: 12-31-05 12:59 P.M.
(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 of the conversion under the laws governing the "Other Business Entity.")

9. The "Other Business Entity's" principal office address, if any:
2771 ROBINDALE RD., BROWNSVILLE, TEXAS 78526

10. If the "Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Other Business Entity":

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida profit corporation, including any appraisal rights of shareholders of the converting Florida profit corporation under ss. 607.1301-607.1333, Florida Statutes.

b.) Lists the following street and mailing address of an office, which the Florida Department of State may use for purposes of s. 607.1114(4), Florida Statutes.

Street Address: 2771 ROBINDALE RD., BROWNSVILLE, TEXAS 78526

Mailing Address: 2771 ROBINDALE RD., BROWNSVILLE, TEXAS 78526

11. The "Other Business Entity" has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under ss.607-1301-607.1333, F.S.

Signed this 13TH day of FEB. 20 06.

Signature:  ✓

(Must be signed by a Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.)

Printed Name: WILLIAM M. CONNER Title: PRESIDENT

Fees: Filing Fee: \$35.00
Certified Copy: \$8.75 (Optional)
Certificate of Status: \$8.75 (Optional)