

A06000001463

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

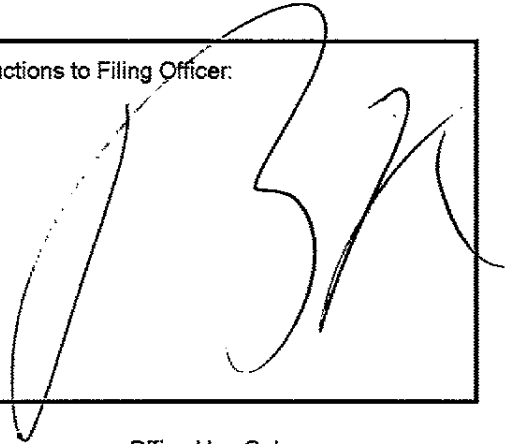
PICK-UP WAIT MAIL

(Business Entity Name)

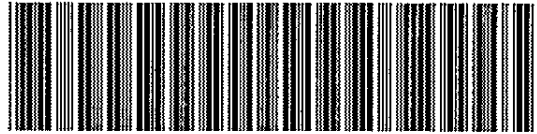
(Document Number)

Certified Copies _____ Certificates of Status _____

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11/30/06--01038--004 **1113.75

RECEIVED
06 NOV 30 11:13:02

FILED
06 NOV 30 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: KATIE WONSCH

DATE: 11/30/06

REF. #: 000672.60635

CORP. NAME: CARRERE, LLLP

FILED
06 NOV 30 AM 10:00
TALLAHASSEE, FLORIDA

- | | | |
|---|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input checked="" type="checkbox"/> CERTIFICATE OF CONVERSION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 519275 FOR \$ 1113.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|---|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input checked="" type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED
06 DEC 13 PM 2:49
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

November 30, 2006

CORPDIRECT AGENTS

TALLAHASSEE, FL

SUBJECT: CARRERE, LLLP
Ref. Number: W06000051984

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

FILED
06 NOV 30 AM 10:00
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

We have received your document for CARRERE, LLLP and your check(s) totaling \$1113.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$1,113.75 payment.

The limited partnership name designated in the document is not available since it is the same as, or not distinguishable from the name of another entity on file with this office. Please select a new name and make the substitution in all the appropriate places.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr
Document Specialist

Letter Number: 306A00069064

CERTIFICATE OF CONVERSION

For

“Other Business Organization”

Into

Florida Limited Liability Limited Partnership

THIS CERTIFICATE OF CONVERSION and attached Certificate of Limited Partnership are submitted to convert the following “Other Business Entity” into a Florida limited liability limited partnership in accordance with Section 620.2104, *Florida Statutes*.

FIRST: The name of the “Other Business Entity” immediately prior to the filing of this Certificate of Conversion is **CARRERE, LTD.** (the “Converting Entity”).

SECOND: The Converting Entity is a Texas limited partnership first formed under the laws of the State of Texas on January 4, 1996.

THIRD: The name of the Florida limited liability limited partnership as set forth in the attached Certificate of Limited Partnership is **CARRERE CAPITAL, LLLP.**

FOURTH: The conversion was approved as required by Chapter 620, *Florida Statutes*, and was approved in such a manner that complied with the Converting Entity’s governing law.

FIFTH: The effective date of the conversion shall be the date of filing of this Certificate of Conversion and the attached Certificate of Limited Partnership.

The undersigned, constituting all of the General Partners listed in the attached Certificate of Limited Partnership, signed this Certificate of Conversion on the 27 day of OCT, 2006.


MICHAEL L. CARRERE

FILED
06 NOV 30 AM 10:00
CLERK OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP OF
CARRERE CAPITAL, LLLP**

FILED
06 NOV 30 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby executes and swears to this Certificate of Limited Partnership for the purpose of forming a limited partnership (the "Partnership") under the laws of the State of Florida:

1. **Name of the Partnership.** The name of the Partnership shall be **CARRERE CAPITAL, LLLP**.

2. **Address of Designated Office; Agent for Service of Process.** The records to be kept pursuant to *Florida Statutes* Section 620.1111 shall be located at **400 North Tampa Street, 22nd Floor, Tampa, Florida 33602**, and the name of the Partnership's agent for service of process is **F&L Corp, One Independent Drive, Suite 1300, Jacksonville, Florida 32202**.

3. **Name and Address of the General Partner.** The name and address of the General Partner of the Partnership are as follows:

<u>Name</u>	<u>Address</u>
Michael L. Carrere	400 North Tampa Street, 22 nd Floor Tampa, Florida 33602

4. **Mailing Address for the Partnership.** The mailing address for the Partnership shall be **400 North Tampa Street, Tampa, Florida 33602**.

5. **Term.** The term for which the Partnership is to exist shall continue in perpetuity from the filing of this Certificate of Limited Partnership with the Secretary of State of the State of Florida, unless sooner terminated in accordance with a Limited Liability Limited Partnership Agreement for Carrere Capital, LLLP.

6. **Limited Liability Limited Partnership.** The Partnership elects to be a limited liability limited partnership.

DATED this 27 day of OCT, 2006.

GENERAL PARTNER:

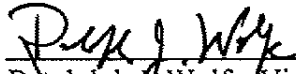

MICHAEL L. CARRERE

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the Partnership, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

F&L CORP

Dated the 27th day of October, 2006

By: 
Randolph J. Wolfe, Vice President