

B. KOHR
JAN 23 2008
EXAMINER

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

FILING COVER SHEET
ACCT. #FCA-14

FILED
08 JAN 22 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONTACT: ASHLEY SMITH

DATE: 01-22-2008

REF. #: 000170.80304

CORP. NAME: SME CAPITAL LIMITED PARTNERSHIP

- | | | |
|--|---|--|
| <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 type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| (XX) OTHER: CERTIFICATE OF CONVERSION | | |

STATE FEES PREPAID WITH CHECK# 74660 FOR \$ 1061.25

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

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

Examiner's Initials

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Conversion
For
"Other Business Organization"
Into
Florida Limited Partnership or 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 Partnership or Limited Liability Limited Partnership** in accordance with s.620.2104, Florida Statutes.

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

SME Capital Limited Partnership

(Enter Name of Other Business Entity)

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

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

on **September 26, 2000**
(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. The name of the Florida Limited Partnership or Limited Liability Limited Partnership as set forth in the **attached Certificate of Limited Partnership**:

SME Capital Limited Partnership

(Enter Name of Florida Limited Partnership or Limited Liability Limited Partnership)


4. The conversion was approved as required by Chapter 620, F.S., and was approved in such a manner that complied with the converting organization's governing law.

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 Certificate of Limited Partnership, if an effective date is listed therein.)

Signed this 18th day of January, 2008.

Signature of Each General Partner Listed in Attached Certificate of Limited Partnership:

ESRICK ENTERPRISES, INC.



by: Steven M. Esrick, President

Fees:

| | |
|--|---------------------|
| Certificate of Conversion: | \$ 52.50 |
| Fees for Florida Certificate of Limited Partnership: | \$1,000.00 |
| (\$965 Filing Fee and \$35 Filing Fee) | |
| Certified Copy: | \$ 52.50 (Optional) |
| Certificate of Status: | \$ 8.75 (Optional) |

CERTIFICATE OF LIMITED PARTNERSHIP
FOR
FLORIDA LIMITED PARTNERSHIP
OR
LIMITED LIABILITY LIMITED PARTNERSHIP

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. SME Capital Limited Partnership

(Name of Limited Partnership or Limited Liability Limited Partnership, which must include suffix)
Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.
Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P. or LLLP.

2. 17633 Gunn Highway, #241

(Street address of initial designated office)

Odessa, Florida 33556

3. Steven M. Esrick

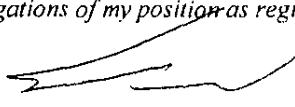
(Name of Registered Agent for Service of Process)

4. 17633 Gunn Highway, #241

(Florida street address for Registered Agent)

Odessa, Florida 33556

5. *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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*



Signature of Registered Agent

6. 17633 Gunn Highway, #241

(Mailing address of initial designated office)

Odessa, Florida 33556

7. If limited partnership elects to be a limited liability limited partnership, check box ☐

8. Name and business address of each general partner:

Name:

Business Address:

Esrick Enterprises, Inc.

17633 Gunn Highway, #241

Odessa, Florida 33556

PO BOX 7703

9. Effective date, if other than the date of filing: _____

(Effective date cannot be prior to nor more than 90 days after the date the document is filed by the Florida Department of State.)

Signed this 18th day of January, 2008.

Signature of each general partner:

ESRICK ENTERPRISES, INC.

by: Steven M. Esrick, President

Filing Fees:

\$1,000.00 (\$965 Filing Fee and \$35 Registered Agent Fee)

Certified Copy (optional):

\$52.50

Certificate of Status (optional):

\$8.75