

A09VVVVVVU717

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

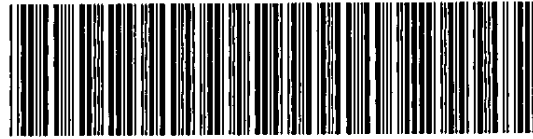
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



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10/12/09--01002--019 \*\*2105.00

RECEIVED  
09 OCT 12 PM 12:15  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

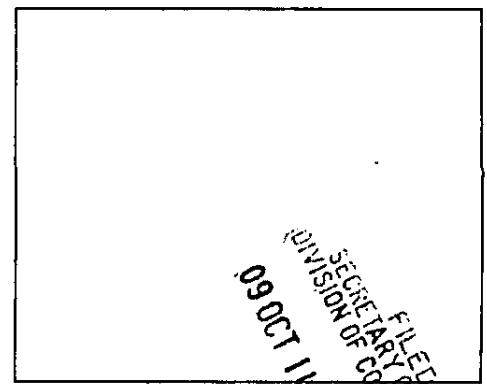
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09 OCT 14 PM 1:27  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

B. KOHR

OCT 14 2009

EXAMINER

FLORIDA RESEARCH & FILING SERVICES, INC.  
1211 CIRCLE DRIVE  
TALLAHASSEE, FL 32301  
PHONE (850)656-6446



OFFICE USE ONLY

WALK-IN

ENTITY NAME:

BAINES PARTNERS, LTD.

CK# 5756

AMOUNT \$2105.00 (\$1052.50 for this filing)

PLEASE FILE THE ATTACHED CONVERSION & RETURN THE FOLLOWING:

\_\_\_ CERTIFIED COPY

XXX STAMPED COPY

\_\_\_ CERTIFICATE OF STATUS

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

October 12, 2009

FLORIDA RESEARCH & FILING SERVICES, INC.  
1211 CIRCLE DRIVE  
TALLAHASSEE, FL 32301

SUBJECT: BAINES PARTNERS, LLLP  
Ref. Number: W09000045421

We have received your document for BAINES PARTNERS, LLLP and your check(s) totaling \$1052.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$1,052.50 payment.

Before this conversion can be filed, the general partner -- DALYDA FINANCE LLC-- must file a foreign LLC qualification in Florida.,

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  
Regulatory Specialist II

Letter Number: 709A00032738

RECEIVED  
09 OCT 14 AM 10:21  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
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09 OCT 14 PM 1:21  
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DIVISION OF CORPORATIONS

\* RESUBMITTING  
w/ CORRECTIONS

**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:

Baines Partners, Ltd.

(Enter Name of Other Business Entity)

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

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

on 01/29/1993  
(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**:

Baines Partners, LLLP

(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.)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
OCT 14 PM 1:27

Signed this 30<sup>th</sup> day of September, 20 09.

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

Signature: \_\_\_\_\_

Printed Name: John H. Abeles, Manager of Title: General Partner  
Medvest Group, LLC, manager of Dalyda Finance LLC

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

**Required Signature(s) on behalf of Other Business Entity:** [See below for required signature(s).]

Signature: \_\_\_\_\_

Printed Name: John H. Abeles Title: General Partner

**If Florida Corporation:**

Signature of Chairman, Vice Chairman, Director, or Officer.

If Directors or Officers have not been selected, an Incorporator must sign.

**If Florida General Partnership or Limited Liability Partnership:**

Signature of one General Partner.

**If Florida Limited Liability Company:**

Signature of a Member or Authorized Representative.

**All others:**

Signature of an authorized person.

**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**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
09 OCT 14 PM 1:27

1. Baines Partners, LLLP

(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. 2365 NW 41st Street  
Street address of initial designated office

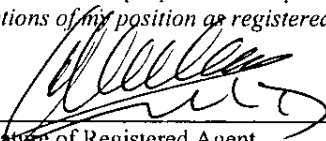
Boca Raton, FL 33431

3. John H. Abeles  
Name of Registered Agent for Service of Process

4. 2365 NW 41st Street  
Florida street address for Registered Agent

Boca Raton, FL 33431

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. 2365 NW 41st Street  
Mailing address of initial designated office

Boca Raton, FL 33431

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:

Dalyda Finance LLC

2365 NW 41st Street

Boca Raton, FL 33431

MO9000004045

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 30<sup>th</sup> day of September, \_\_\_\_\_

Signature of each general partner: \_\_\_\_\_

John H. Abeles, Manager of

Medvest Group, LLC, manager of Dalyda Finance LLC

**Filing Fees:**

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

**Certified Copy (optional):**

**\$ 52.50**

**Certificate of Status (optional):**

**\$ 8.75**