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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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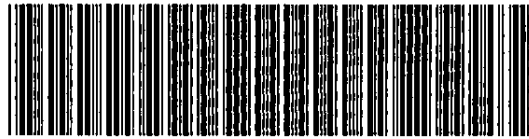
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. CLINE

DEC 22 2010

EXAMINER

SMITH HULSEY & BUSEY

December 20, 2010

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

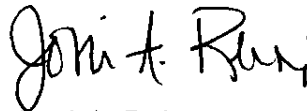
Re: Conversion of Spare Rib, Inc.

Dear Sir or Madam:

Enclosed are a Partnership Registration Statement, a Certificate of Conversion and a Certificate of Limited Partnership to convert Spare Rib, Inc, a Florida corporation, into B & D Smith, LLLP, a Florida limited liability limited partnership. Also enclosed is a firm check in the amount of \$1,102.50 for the filing fee.

Please call me at (904) 359-7810 if you have any questions regarding this filing. Please return the processed documents in the enclosed FedEx envelope.

Sincerely,


Joni A. Reiser

Enclosures

00736589

ATTORNEYS

225 WATER STREET, SUITE 1800 • P.O. BOX 53315 • JACKSONVILLE, FL 32201-3315
OFFICE 904.359.7700 • FAX 904.359.7708 • FEDERAL ID 59-2100518

CERTIFICATE OF CONVERSION :

for the conversion of

SPARE RIB, INC.,
(a Florida Corporation)

into

B & D SMITH, LLLP,
(a Florida Limited Liability Limited Partnership)

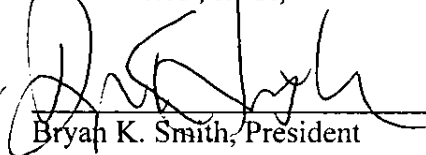
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Conversion is submitted for the conversion of **SPARE RIB, INC.,** a Florida Corporation (the "Corporation") into **B & D SMITH, LLLP,** a Florida Limited Liability Limited Partnership (the "Partnership") in accordance with Section 607.1113, Florida Statutes.

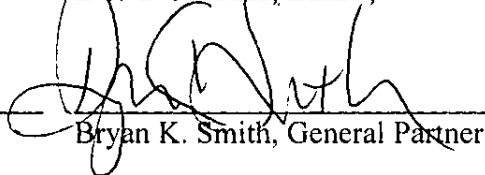
1. The name of the Corporation immediately prior to the filing of this Certificate of Conversion is SPARE RIB, INC.
2. The Corporation was first incorporated under the laws of the State of Florida on April 8, 1997.
3. The name of the Partnership is B & D SMITH, LLLP, a Limited Liability Limited Partnership organized under the laws of the State of Florida.
4. The Corporation has converted into the Partnership in compliance with Chapter 607, Florida Statutes.
5. The Plan of Conversion was approved by the Corporation in compliance with Chapters 607 and 620, Florida Statutes.
6. The principal office is located at 3783 Hartsfield Road, Tallahassee, Florida 32303.
7. This Certificate of Conversion shall be effective as of the date of filing.
8. B & D SMITH, LLLP has agreed to pay to any Shareholder of the Corporation having appraisal rights the amount to which such Shareholders are entitled under Sections 607.1301 – 607.1323, Florida Statutes.

Signed this October 25, 2010.

SPARE RIB, INC.,


Bryan K. Smith, President

B & D SMITH, LLLP,


Bryan K. Smith, General Partner

**CERTIFICATE OF LIMITED LIABILITY
LIMITED PARTNERSHIP
OF
B & D SMITH, LLLP**

The undersigned general partner of B & D SMITH, LLLP (the "Partnership") under the Florida Revised Uniform Limited Partnership Act, hereby adopts the following Certificate of Limited Liability Limited Partnership.

ARTICLE I - NAME

The name of the Partnership is B & D Smith, LLLP.

ARTICLE II - PRINCIPAL OFFICE

The mailing address and street address of the principal office of the Partnership is 3783 Hartsfield Road, Tallahassee, Florida 32303.

ARTICLE III - INITIAL REGISTERED AGENT AND ADDRESS

The name and street address of the initial registered agent are BRYAN K. SMITH and 3783 Hartsfield Road, Tallahassee, Florida 32303.

ARTICLE IV – LIMITED LIABILITY ELECTION

The Partnership hereby elects to be a limited liability limited partnership.

ARTICLE V – GENERAL PARTNERS

The name and business address of the general partner of the Partnership is as follows:

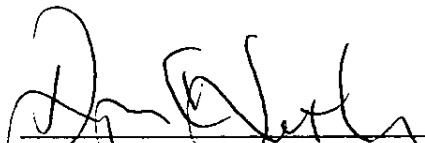
<u>NAME</u>	<u>BUSINESS ADDRESS</u>
Bryan K. Smith	3783 Hartsfield Road Tallahassee, Florida 32303

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CLERK OF STATE
TALLAHASSEE, FL 32303

ARTICLE VI – EFFECTIVE DATE

This Certificate of Limited Liability Limited Partnership shall be effective as of the date of filing.

IN WITNESS WHEREOF, the undersigned general partner has executed the foregoing Certificate of Limited Liability Limited Partnership on this 25 day of October, 2010.


Bryan K. Smith, General Partner

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TALLAHASSEE, FLORIDA

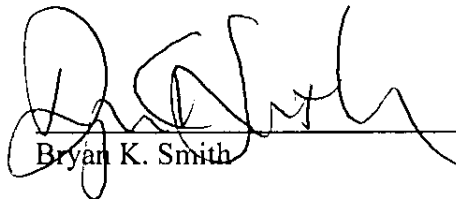
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**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 620.1114, FLORIDA STATUTES, THE UNDERSIGNED SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability limited partnership is B & D SMITH, LLLP.
2. The name and mailing address of the registered agent is Bryan K. Smith and 3783 Hartsfield Road, Tallahassee, Florida 32303.

Having been named as registered agent and to accept service of process for the above stated limited liability limited partnership at the place designated in this certificate, Bryan K. Smith hereby accepts the appointment as registered agent and agrees to act in this capacity. Bryan K. Smith further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 620, F.S.


Bryan K. Smith

Date: October 25, 2010.

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TALLAHASSEE, FLORIDA

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