

A1200000245

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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MAY - 2 2012

EXAMINER



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12 MAY - 1 AM 11:20

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

12 MAY - 1 AM 11:12



Wolters Kluwer
Corporate Legal Services

CT Corporation

515 East Park Avenue
Tallahassee, FL

850 222 1092 tel
850 222 7615 fax
www.ctcorporation.com

May 1, 2012

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 MAY - 1 AM 11:12

Re: Order #: 8455172 SO
Customer Reference 1: 97250143.000001
Customer Reference 2: N/A

Dear Department of State, Florida:

Please obtain the following:

Rapsack LLC (FL)
Conversion
Florida

Rapsak LP (FL)
Formation
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Connie R Bryan
Senior Fulfillment Specialist
Connie.Bryan@wolterskluwer.com

**CERTIFICATE OF CONVERSION
FOR
FLORIDA LIMITED LIABILITY COMPANY
INTO
FLORIDA LIMITED PARTNERSHIP**

FILED
STATE TREASURER
DIVISION OF CONSUMER PROTECTION
12 MAY -1 AM 11:12


This Certificate of Conversion and attached Certificate of Limited Partnership are submitted to convert the following Florida Limited Liability Company (the "Other Business Entity") into a Florida Limited Partnership in accordance with Section 608.4403 of the Florida Limited Liability Company Act (the "FL LLCA") and Section 620.2104 of the Florida Revised Uniform Limited Partnership Act (the "FL RULPA").

1. The name of the Other Business Entity immediately prior to the filing of this Certificate of Conversion is: Rapsak LLC. L12000004297
2. The Other Business Entity is a: Limited Liability Company first organized, formed or incorporated under the laws of Florida as a corporation on June 18, 2010 and subsequently converted to a limited liability company under the laws of Florida on January 09, 2012.
3. The name of the Florida Limited Partnership as set forth in the attached Certificate of Limited Partnership is: Rapsak LP.
4. The conversion was approved as required by the FL RULPA and the FL LLCA (Chapters 608 and 620 of the Florida Statutes.)
5. The conversion is permitted by the applicable law(s) governing the Other Business Entity and the Other Business Entity complies with such law(s) in effecting the conversion.
6. The Other Business Entity currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.
7. The written consent of each member of the Other Business Entity who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to Section 608.4402(2) of the FL LLCA.

[Signatures follow on next page]

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Conversion this 30 day of April, 2012.

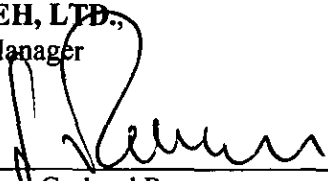
IDIEH, LTD.,
as General Partner

By: 
Name: Gerhard Remensperger
Its: Director

The individual signing affirms that the facts stated in this Certificate of Conversion are true. Any false information constitutes a third degree felony as provided for in Section 817.155 of the Florida Statutes.

RAPSAK LLC,
the Other Business Entity

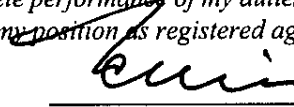
By: **IDIEH, LTD.,**
as Manager

By: 
Name: Gerhard Remensperger
Its: Director

The individual signing affirms that the facts stated in this Certificate of Conversion are true. Any false information constitutes a third degree felony as provided for in Section 817.155 of the Florida Statutes.

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
RAPSAK LP
a Florida limited partnership**

STATE OF FLORIDA
DIVISION OF CORPORATIONS
12 MAY -1 AM 11:12

1. The name of this limited partnership is RAPSAK LP (the "Partnership").
2. The street address of the initial designated office of the Partnership is:
100 North Biscayne Boulevard
Suite 2100
Miami, FL 33132
3. The name of the initial registered agent of the Partnership for service of process in the State of Florida is: Thomas Baur.
4. The street address of the initial registered agent of the Partnership for service of process in the State of Florida is:
100 North Biscayne Boulevard
Suite 2100
Miami, FL 33132
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.*


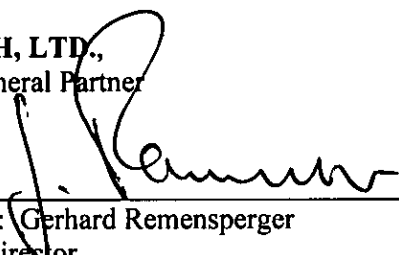
Signature of Registered Agent
6. The mailing address of the initial designated office of the Partnership is:
100 North Biscayne Boulevard
Suite 2100
Miami, FL 33132
7. The name and business address of the General Partner of the Partnership is:
Idieh, Ltd.
c/o Trident Trust Company (B.V.I.) Limited
P.O. Box 146
Road Town, Tortola
British Virgin Islands
8. The Partnership is not a limited liability partnership.

F12000001230

[Signatures follow on next page]

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Limited Partnership this 30 day of April, 2012.

IDIEH, LTD.,
as General Partner

By: 
Name: Gerhard Remensperger
Its: Director

The individual signing affirms that the facts stated in this Certificate of Limited Partnership are true. Any false information constitutes a third degree felony as provided for in Section 817.155 of the Florida Statutes.