

A13000000123

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

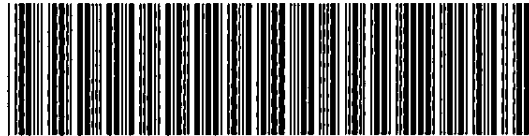
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DIVISION OF CORPORATIONS
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FLORIDA FILING & SEARCH SERVICES, INC.

P.O. BOX 10662 TALLAHASSEE, FL 32302

155 Office Plaza Dr Ste A Tallahassee FL 32301

PHONE: (800) 435-9371; FAX: (866) 860-8395

DATE:

3/6/13

NAME:

D&S WATER BAGELS

TYPE OF FILING: CERTIFICATE OF CONVERSION

COST:

1105.00

RETURN:

CERTIFIED COPY PLEASE

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TALLAHASSEE, FLORIDA

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

Abbie Hodge

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: D & S Water Bagels, LLLP

Name of Resulting Florida Limited Partnership or Limited Liability Limited Partnership

The enclosed Certificate of Conversion, Certificate of Limited Partnership, and fees are submitted to convert an "Other Organization" into a Florida Limited Partnership or Limited Liability Limited Partnership in accordance with s. 620.2104, F.S.

Please return all correspondence concerning this matter to:

Karen Rodriguez

Contact Person

Triad Professional Services

Firm/Company

1720 Windward Concourse, S. 390

Address

Alpharetta, GA 30005

City, State and Zip Code

jbaden@triadpros.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Karen Rodriguez

Name of Contact Person

at (770) 777-2091

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$1,052.50 Filing Fees ☐ \$1,061.25 Filing Fees ☒ \$1,105.00 Filing Fees ☐ \$1,113.75 Filing Fees,
((\$52.50 for Conversion and Certificate of Status and Certified Copy and Certified Copy, and
and \$1,000 - Certificate) Status and Certificate of Status

STREET ADDRESS:

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

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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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:

D & S Water Bagels, LLC

(Enter Name of Other Business Entity)

L11000123280

2. The "Other Business Entity" is a limited liability company

(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 Florida

(Enter state, or if a non-U.S. entity, the name of the country)

on 10-28-2011

(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**:

D & S Water Bagels, 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.)

6. 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.

7. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

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Signed this 26th day of February, 20 13.

Signature of Each General Partner Listed in Attached Certificate of Limited Partnership/Limited Liability Limited Partnership: Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

Signature: Michael D'Angelo
Printed Name: Michael D'Angelo Title: Manager

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: Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S. [See below for required signature(s).]

Signature: Michael D'Angelo
Printed Name: Michael D'Angelo Title: Manager

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: (\$965 Filing Fee and \$35 Filing Fee) | \$1,000.00 |
| Certified Copy: | \$ 52.50 (Optional) |
| Certificate of Status: | \$ 8.75 (Optional) |

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. D & S Water Bagels, 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. 7100 Fairway Drive, Suite 50-51, Palm Beach Gardens, FL 33418

(Street address of initial designated office)

3. NRAI Services, Inc.

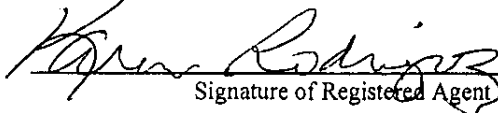
(Name of Registered Agent for Service of Process)

4. 515 East Park Avenue

(Florida street address for Registered Agent)

Tallahassee, Florida 32301

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. 201 North U.S. Highway One, Suite C-5, Jupiter, Florida 33477

(Mailing address of initial designated office)

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

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8. Name and business address of each general partner:

Name:

Business Address:

MD/NA Restaurant Fund I GP LLC

201 North U.S. Highway One, Suite C-5

M13000001377

Jupiter, Florida 33477

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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 1st day of February, 2013

Signature of each general partner: I/We submit this document and affirm that the facts stated herein are true. I/We am/are aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Michael D'Angelo

MICHAEL D'ANGELO

MANAGER

Filing Fees:

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

Certified Copy (optional):

\$52.50

Certificate of Status (optional):

\$8.75