

# G66985

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(Requestor's Name)

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(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

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\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

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

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CORPORATION

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
2007 DEC 27 PM 4:08  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

EFFECTIVE DATE

1/1/08

B. KOHR

DEC 28 2007

EXAMINER

FILED  
07 DEC 27 AM 10:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

EFFECTIVE DATE 1/1/08

ACCOUNT NO. : 072100000032

REFERENCE : 378746 4303940

AUTHORIZATION :

COST LIMIT : \$ 35

*[Signature]*

**FILED**  
07 DEC 27 AM 10:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : December 27, 2007

ORDER TIME : 2:33 PM

ORDER NO. : 378746-005

CUSTOMER NO: 4303940

DOMESTIC AMENDMENT FILING

NAME: WITOCO VENTURE CORPORATION

EFFECTIVE DATE:

XX CONVERSION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
              CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis -- EXT# 2926

EXAMINER'S INITIALS:

EFFECTIVE DATE 1/1/08

**FILED**  
07 DEC 27 AM 10:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
CERTIFICATE OF CONVERSION  
FOR  
FLORIDA PROFIT CORPORATION  
INTO  
"OTHER BUSINESS ENTITY"

This Certificate of Conversion is submitted to convert the following Florida Profit Corporation into an "Other Business Entity" in accordance with Section 607.1113, Florida Statutes.

1. The name of the Florida Profit Corporation converting into the "Other Business Entity" is:  

Witoco Venture Corporation
2. The name of the "Other Business Entity" is:  

Witoco Holdings LLC
3. The "Other Business Entity" is a Delaware limited liability company.
4. The above referenced Florida Profit Corporation has converted into an "Other Business Entity" in compliance with Chapter 607, Florida Statutes, and the conversion complies with the applicable laws governing the "Other Business Entity."
5. The plan of conversion was approved by the converting Florida Profit Corporation in accordance with Chapter 607, Florida Statutes.
6. The written consent of each shareholder who, as a result of the conversion, is now a member of the surviving entity was obtained pursuant to Section 607.1112(6), Florida Statutes.
7. This conversion shall be effective under the laws governing the "Other Business Entity" as of January 1, 2008.
8. This conversion shall be effective under the laws of the State of Florida as of January 1, 2008.
9. The "Other Business Entity's" principal office address is:  

1700 South MacDill Avenue, Suite 340, Tampa, Florida 33629.
10. The "Other Business Entity" is an out-of-state entity not registered to transact business in Florida. The "Other Business Entity":
  - a. Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida profit corporation, including any appraisal rights of shareholders of the converting Florida profit corporation under Section 607.1301-607.1333, Florida Statutes.
  - b. Designates the following street and mailing address of an office, which the Florida Department of State may use for purposes of Section 607.1114(4), Florida Statutes:

Street and Mailing Address: 1700 South MacDill Avenue, Suite 340, Tampa, Florida  
33629

11. The "Other Business Entity" has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under Sections 607.1301-607.1333, Florida Statutes.

IN WITNESS WHEREOF, the undersigned has made and executed this Certificate of Conversion

on this 27th day of December, 2007.

WITOCO VENTURE CORPORATION,  
a Florida corporation

By: John T. Touchton, Jr.  
John T. Touchton, Jr., President