

L03000020524

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

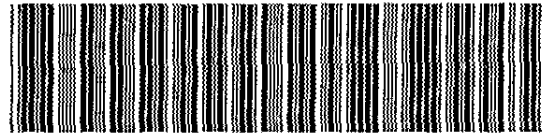
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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RECEIVED
03 JUN -6 AM 11:11
DEF. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
03 JUN -6 PM 2:42
DEF. OF STATE
TALLAHASSEE, FLORIDA

CARLTON FIELDS

ATTORNEYS AT LAW

4000 INTERNATIONAL PLACE
100 S. E. SECOND STREET
MIAMI, FLORIDA 33131

MAILING ADDRESS:
P.O. BOX 019101, MIAMI, FL 33131-9101
TEL (305) 530-0050 FAX (305) 530-0055

June 5, 2003

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STATE
TALLAHASSEE, FLORIDA

VIA HAND DELIVERY:

Florida Department of State
Registration Section
Division of Corporations
409 East Gaines St.
Tallahassee, FL 32399

Re: HPL USA, LLC

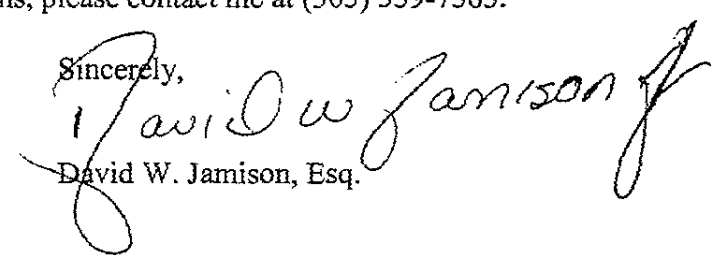
Dear Officer:

Enclosed please find the Certificate of Conversion, Articles of Organization for the above referenced limited liability company for filing and a check in the amount of \$150.00 to cover the requisite filing fees. Also, I am enclosing a copy of the filed Application by Foreign Limited Liability Company for Authorization to Transact Business in the State of Florida, which was filed with the Florida Secretary of State on December 20, 2002. It is my understanding, that the Certificate of Conversion will cancel the previous filing of the application to transact business in the State of Florida.

Should you have any questions, please contact me at (305) 539-7365.

Sincerely,

David W. Jamison, Esq.



Enclosure



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 4, 2003

CARLTON FIELDS

SUBJECT: HPL USA, LLC
REF: M02000003425

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TALLAHASSEE, FLORIDA

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The certificate of conversion must be signed by a member or an authorized representative.

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) 245-6025.

Trevor Brumbley
Document Specialist

FAX Aud. #: H03000205786
Letter Number: 003A00035003

06/04/2003 10:15 FAX 813 229 4133
Department of State 6/3/2003 8:42 PAGE 1/1 RightFAX

CARLTON FIELDS-TAMPA + MIA CF
PAGE 1/1 RightFAX

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 3, 2003

HPL USA, LLC
PO BOX 08070
FORT MYERS, FL 33908

SUBJECT: HPL USA, LLC
REF: M02000003425

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A foreign LLC cannot file a domestication, they must file a conversion. Please complete the conversion form and re-submit with your articles of organization.

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) 245-6025.

Trevor Brumbley
Document Specialist

FAX Aud. #: H03000205786
Letter Number: 903A00034644

Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

CERTIFICATE OF CONVERSION

Pursuant to section 608.439, Florida Statutes, the following unincorporated business entity hereby submits the attached articles of organization and this certificate of conversion to convert to a Florida limited liability company:

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TALLAHASSEE, FLORIDA

FIRST: The name of the unincorporated business immediately prior to filing this document was:

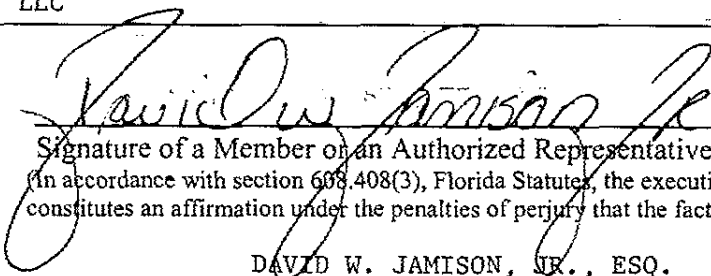
HPL USA, LLC

SECOND: The date on which and the jurisdiction in which the unincorporated business was first created or otherwise came into being are:

- A. Date: NOVEMBER 5, 2002
- B. Jurisdiction: MINNESOTA
- C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: _____

THIRD: The name of the limited liability company as set forth in the attached articles of organization is:

HPL USA, LLC


Signature of a Member or an Authorized Representative of a Member
(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

DAVID W. JAMISON, JR., ESQ.

Typed or Printed Name of Signee

FILING FEES:

\$100.00 Filing Fee for Articles of Organization
\$ 25.00 Filing Fee for Registered Agent Designation
\$ 25.00 Filing Fee for Certificate of Conversion
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

(Note: Section 608.439, F.S., does not provide for a corporation to convert to a limited liability company.)

ARTICLES OF ORGANIZATION
OF
HPL USA, LLC

The undersigned hereby forms and organizes a limited liability company pursuant to Section 608.407 of the Florida Limited Liability Company Act (the "Act") and adopts the following Articles of Organization of HPL USA, LLC (the "Company"):

ARTICLE ONE

NAME

The name of the limited liability company is HPL USA, LLC.

ARTICLE TWO

ADDRESS

The mailing address and street address of the principal office of the Company is P.O. Box 08070, Fort Myers, FL 33908.

ARTICLE THREE

INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Company is: CFRA, LLC, One Harbour Place, 5th Floor, 777 S. Harbour Island Boulevard, Tampa, Florida 33601-3239.

ARTICLE FOUR

MANAGEMENT

The Company will be a Manager-managed company.

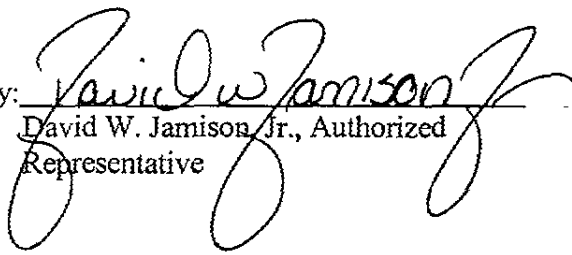
ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for HPL USA, LLC in the foregoing Articles of Organization, CFRA, LLC, a Florida limited liability company, hereby agrees to accept service of process for said limited liability company and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. CFRA, LLC is familiar with and accepts the obligations of that position.

Dated June 3, 2003

CFRA, LLC, a Florida limited liability
company

By:


David W. Jamison, Jr., Authorized
Representative

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HALL COUNTY CLERK

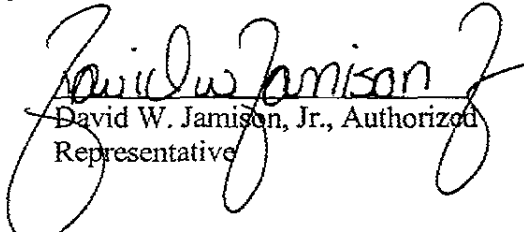
ARTICLE FIVE

INDEMNIFICATION

To the fullest extent permitted by law, the Company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he/she is or was a manager or a managing member of the Company or is or was serving at the request of the Company as a manager, managing member, officer, employee or agent of another limited liability company, corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including the appeal thereof, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The Company shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him/her in connection with any such liability in the manner provided for by law or in accordance with the regulations of the Company.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Company to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, these Articles of Organization have been executed by an authorized representative of the Company as of the 3rd day of June, 2003.


David W. Jamison, Jr., Authorized
Representative