

L03 000024699

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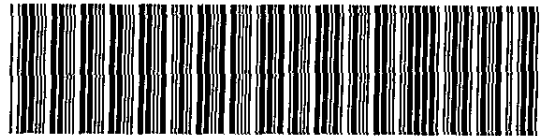
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W03-17599



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06/16/03--01079--028 **125.00

07/07/03--01022--001 **25.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 JUL - 7 PM 12:50

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 19, 2003

NESFAT MOHD
1510 N 25TH STREET
FORT PIERCE, FL 34947

SUBJECT: SALIM FOOD MART LIMITED LIABILITY COMPANY
Ref. Number: W03000017599

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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We have received your document for SALIM FOOD MART LIMITED LIABILITY COMPANY and your check(s) totaling \$125.00. However, the document has not been filed and is being retained in this office for the following:

There is a balance due of \$25.00.

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) 245-6097.

Marsha Thomas
Document Specialist

Letter Number: 203A00037717

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:

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


Salim Food Mart

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

- A. Date: January 1992
- B. Jurisdiction: St. Lucie County, Florida
- 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:

Salim Food Mart, 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.)

Nesfat Mohd

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.)

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03 JUL - 7 PM 12:50
TALLAHASSEE, FLORIDA
SOUTHERN
TALEAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF
Salim Food Mart Limited Liability Company

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 JUL - 7 PM 12:55

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KNOW ALL MEN BY THESE PRESENTS: That we, Mohammed Shehadeh and Nesfat Mohd, desiring to form a limited liability company for the purposes set forth herein and in conformance with the Florida Limited Liability Company pursuant to Chapter 605, Florida Statutes, do establish:

1. Company Name. That the name of the limited liability company is Salim Food Mart Limited Liability Company.

2. Duration. That the period of duration of this limited liability company is thirty years from the date of filing hereof with the Florida, unless sooner dissolved as provided by Florida law.

3. Purpose. That the purpose for which this limited liability company is organized is primarily for purchasing and selling groceries, and other goods and services that are permitted by law, within and without the State of Florida as the laws of Florida and other states permit.

4. Principal Place of Business. That the address of its principal place of business is 1510 N 25th Street, Fort Pierce, FL 34947.

5. Registered Agent and Office. That the name of its registered agent, whose Consent to Appointment as Registered Agent accompanies these articles, is Nesfat Mohd, and address of the agent at the registered office is 1510 N. 25th Street, Fort Pierce, FL 34947

6. Capitalization. That the total capital contributions of each Member, which is his or its respective undivided interest in personal property having at least a value totaling \$50,000 should be allocated as follows:

Mohammed Shehadeh, 1510 N. 25th Street, Ft. Pierce FL 34947 and Manager and Executive Officer \$15,000

Nesfat Mohd, 1510 N. 25th Street, Ft. Pierce FL 34947 and Chief Manager and Executive Officer \$35,000

7. Additional Liability of Members. That no additional capital contributions will be required.

8. Admission of Additional Members. That additional Members will be admitted or expelled only with the unanimous consent of all Members entitled to participate in management and upon such terms as are unanimously agreed to by all Members entitled to a dividend upon dissolution or liquidation.

9. Continuity of Life. That the remaining Members of the limited liability company may only have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminates the continued Membership of a Member in this limited liability company if they unanimously elect to do so. The return of capital and the distribution of profits shall be determined from the company's books, as of the effective date of withdrawal, based on generally accepted accounting practices, and paid as soon as practicable without diminishing the prospects of the company's ventures and subject to the limitations of the Florida Limited Liability Company Act.

10 **Management.** The business of the company shall be conducted under the exclusive management of its Members, or outside managers if its Members unanimously elect, who shall have exclusive authority to act for the company in all matters. The Members may from time to time designate certain Members as Officers to act for the Company in certain matters as specified by the Operating Agreement.

Having been named as registered agent and to accept service of process for the above states limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.



Registered Agent's Signature



Signature of a member or 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.)

Nesfat Mohd

Typed name of signee

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TALLAHASSEE, FLORIDA