

L04000028965

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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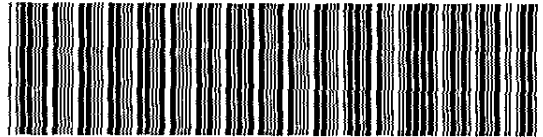
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2006 JAN 31 AM 9:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

06 JAN 31 PM 2:47

DIVISION OF CORPORATION



CORPORATION SERVICE COMPANY'

ACCOUNT NO. : 072100000032

REFERENCE : 836891 4337667

AUTHORIZATION :

COST LIMIT : \$ 55.00

2006 JAN 31 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

ORDER DATE : January 27, 2006

ORDER TIME : 12:33 PM

ORDER NO. : 836891-005

CUSTOMER NO: 4337667

DOMESTIC FILINGS

NAME: FRANCHISEONLINE.COM, LLC

XX CERTIFICATE OF CONVERSION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Amanda Haddan - EXT# 2955

EXAMINER'S INITIALS: _____

Certificate of Conversion
For
Florida Limited Liability Company
Into
"Other Business Entity"

FILED
2006 JAN 31 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Conversion is submitted to convert the following Florida Limited Liability Company into an "Other Business Entity" in accordance with s. 608.4403, Florida Statutes.

1. The name of the Florida Limited Liability Company converting into the "Other Business Entity" is:

FranchiseOnline.com, LLC # L04 000028965
(Enter Name of Florida Limited Liability Company)

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

FranchiseOnline.com, LLC
(Enter Name of "Other Business Entity")

3. The "Other Business Entity" is a limited liability company
(Enter entity type. Example: corporation, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

organized, formed or incorporated under the laws of Delaware
(Enter state, or if a non-U.S. entity, the name of the country)

4. The above referenced Florida Limited Liability Company has converted into an "Other Business Entity" in compliance with Chapter 608, F.S., and the conversion complies with the statute or applicable law governing the "Other Business Entity."

5. The plan of conversion was approved by the converting Florida Limited Liability Company in accordance with Chapter 608, F.S.

6. If applicable, the written consent of each member who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to s. 608.4402(2), F.S.

7. This conversion was effective under the laws governing the "Other Business Entity"

on: January 31, 2006

8. This conversion shall be effective in Florida on: January 31, 2006
(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 of the conversion under the laws governing the "Other Business Entity.")

9. The principal office address of the "Other Business Entity" under the laws of the state, country, or jurisdiction in which such entity was organized is as follows:

c/o Corporation Service Company

2711 Centerville Road, Suite 400, Wilmington, DE 19808

10. If 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 limited liability company, including any appraisal rights of its members under ss. 608.4351-608.43595, F.S.

b.) Lists the following street and mailing address of an office the Florida Department of State may use for purposes of s. 48.181, F.S.

Street Address: 2711 Centerville Road, Suite 400
Wilmington, DE 19808

Mailing Address: 2711 Centerville Road, Suite 400
Wilmington, DE 19808

11. The "Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 608.4351-608.43595, F.S.

Signed this 30th day of January, 20 06

Signature: Michael S. Connell
(Must be signed by a Member or Authorized Representative.)

Printed Name: Michael Shane Connell Title: Authorized Representative

Fees: Filing Fee: \$25.00
Certified Copy: \$30.00 (Optional)
Certificate of Status: \$5.00 (Optional)