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(City/State/Zip/Phone #)

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(Business Entity Name)

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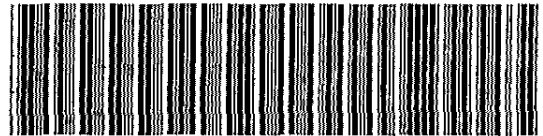
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Acknowledgement

DCC

W. P. Verifier

DCC



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2005 FEB 23 P 1:35

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CARL T. WATKINS, INC.

CERTIFIED PUBLIC ACCOUNTANT

5103 Memorial Highway • Tampa, Florida 33634

Telephone (813) 884-7245 • Fax (813) 885-3478

www.ctw-cpa.com

Member
American Institute of
Certified Public Accountants

Member
Florida Institute of
Certified Public Accountants

February 21, 2005

Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Dear Sir(s):

Enclosed are duplicate copies of the Certificate of Conversion and Articles of Organization for Florida Limited Liability Company for my client Quistwens Evergreen LLC and my check in the amount of \$180.00. This is a conversion from a Georgia Limited Liability Company to a Florida Limited Liability Company. It would be greatly appreciated if you could process this at the earliest possible time. Upon completion please forward the Certified Copy to my attention.

If you should have any questions regarding this matter please feel free to contact me at the number or e-mail listed in the above letterhead.

Sincerely,

Carl T. Watkins
Carl T. Watkins

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TALLAHASSEE, FLORIDA

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:

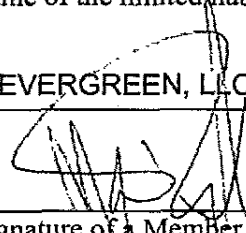
FIRST: The name of the unincorporated business immediately prior to filing this document was:
QUISTWENS EVERGREEN, LLC

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

- A. Date: OCTOBER 1, 1997
- B. Jurisdiction: GEORGIA
- 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:

QUISTWENS EVERGREEN, 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.)

MARTIN REED

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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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

QUISTWENS EVERGREEN, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

2367 EAST FOWLER AVENUE
TAMPA, FL 33612

Mailing Address:

2367 EAST FOWLER AVENUE
TAMPA, FL 33612

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

CARL T. WATKINS, CPA

Name

5103 MEMORIAL HIGHWAY

Florida street address (P.O. Box **NOT** acceptable)

TAMPA, FL 33634

FL

City, State, and Zip

Having been named as registered agent and to accept service of process for the above stated 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..

Carl T. Watkins

Registered Agent's Signature

(CONTINUED)

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ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGMR

MARTIN REED

2367 EAST FOWLER AVENUE

TAMPA, FL 33612

(Use attachment if necessary)

NOTE: An additional article must be added if an effective date is requested.

REQUIRED SIGNATURE:



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.)

MARTIN REED

Typed or printed name of signee

Filing Fees:

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)

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TALLAHASSEE, FLORIDA