

L05000065040

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

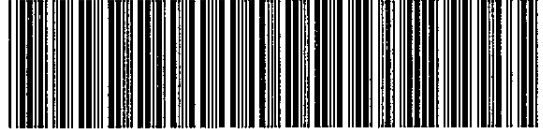
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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06/30/05--01002--021 **180.00

RECEIVED
05 JUN 30 11:11:10
TALLAHASSEE
STATE
FLORIDA

FILED
05 JUN 30 PM 4:07
TALLAHASSEE
STATE
FLORIDA

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

FILED
05 JUN 30 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONTACT: KATIE WONSCH

DATE: 06/30/2005

REF. #: 000438.39731

CORP. NAME: MRS. BEE'S COOKEES, LLC

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input checked="" type="checkbox"/> OTHER: CONVERSION (WITH LLC) | | |

STATE FEES PREPAID WITH CHECK# 513174 FOR \$ 180.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

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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CLERK OF STATE
TALLAHASSEE FLORIDA

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

MRS. BEE'S COOKEES, 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: September 11, 2000
- B. Jurisdiction: State of Connecticut
- 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:

MRS. BEE'S COOKEES, 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 A. NEWBERG, MEMBER

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 FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

MRS. BEEBIS COOKEES, LLC

ARTICLE II - Address:

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

Principal Office Address:

Harbour Ridge
12807 Cinnamon Way
Palm City, FL 34990

Mailing Address:

1A Punch Bowl Drive
Westport, Connecticut 06880

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

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

National Corporate Research, Ltd., Inc.
Name

515 East Park Avenue
Florida street address (P.O. Box **NOT** acceptable)

Tallahassee FL 32301
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.

Ann Marie Cummins

Registered Agent's Signature

ANN MARIE CUMMINS, ASST. SECY.

(CONTINUED)

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TALLAHASSEE, FLORIDA

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


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

<u>Title:</u>	<u>Name and Address:</u>
"MGR" = Manager "MGRM" = Managing Member	
<u>David A. Newberg</u>	<u>1A Punch Bowl Drive</u> <u>Westport, Connecticut 06880</u>
<u>Philip M. Halpern</u>	<u>38 Ridgeview Avenue</u> <u>Greenwich, Connecticut 06830</u>
<u>Marie Bates</u>	<u>Harbour Ridge</u> <u>12807 Cinnamon Way</u> <u>Palm City, FL 34990</u>
<u>Christopher Bates</u>	<u>Harbour Ridge</u> <u>12807 Cinnamon Way</u> <u>PalmCity, FL 34990</u>

(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.)

DAVID A. NEWBERG, MEMBER

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)