

L05000074082

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

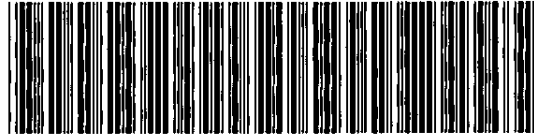
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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08 DEC 15 PM 4:02
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

EFFECTIVE DATE 12/18/08

B. KOHR

DEC 15 2008

EXAMINER

FILED
08 DEC 15 PM 4:15
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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

EFFECTIVE DATE 12/18/08
FILED
08 DEC 15 PM 4:15
TALLAHASSEE, FLORIDA
CLERK OF STATE

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: RICKY SOTO

DATE: 12/15/2008

REF. #: 000409.96848

CORP. NAME: MINTO FI, LLC (a Florida LLC) converting into MINTO FI INC. (a Canada Limited Company)

- | | | |
|---|---|--|
| <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 checked="" type="checkbox"/> CERTIFICATE OF CONVERSION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# _____ FOR \$ 55.00

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

EFFECTIVE DATE 12/18/08

FILED
08 DEC 15 PM 4:15
TALLAHASSEE, FLORIDA

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

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

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

Minto FI, LLC

(Enter Name of Florida Limited Liability Company)

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

Minto FI Inc.

(Enter Name of "Other Business Entity")

3. The "Other Business Entity" is a limited 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 Nova Scotia, Canada

(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 §608.4402(2), F.S.

7. This conversion shall be effective under the laws governing the "Other Business Entity" on December 18, 2008

8. This conversion shall be effective in Florida: at 5:30 PM on December 18, 2008. (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:

Suite 900, 1959 Upper Water Street, P.O. Box 997, Halifax, Nova Scotia,
B3J 3N2, Canada

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 §§ 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 §48.181, F.S.

Street Address: 4400 West Sample Road, Suite 200
Coconut Creek, FL 33073

Mailing Address: 4400 West Sample Road, Suite 200
Coconut Creek, FL 33073

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

Signed this 15 day of December, 2008

MINTO FL, LLC

By: 

Name: Harry L. Poirin
Title: Manager

By: 

Name: Philippe Joannis
Title: Manager