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(Requestor's Name)

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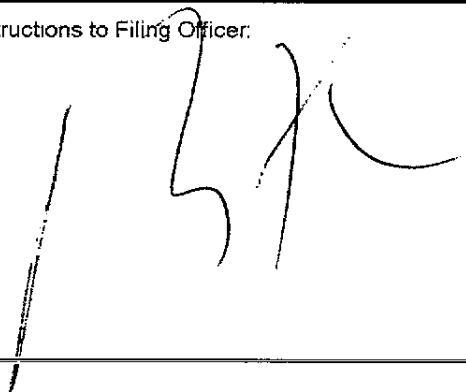
PICK-UP  WAIT  MAIL

(Business Entity Name)

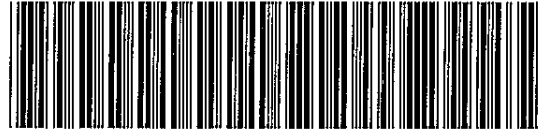
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**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
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S Enterprises of Orlando LLC

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- Art of Inc. File \_\_\_\_\_
- LTD Partnership File \_\_\_\_\_
- Foreign Corp. File \_\_\_\_\_
- L.C. File Conversion
- Fictitious Name File \_\_\_\_\_
- Trade/Service Mark \_\_\_\_\_
- Merger File \_\_\_\_\_
- Art. of Amend. File \_\_\_\_\_
- RA Resignation \_\_\_\_\_
- Dissolution / Withdrawal \_\_\_\_\_
- Annual Report / Reinstatement \_\_\_\_\_
- Cert. Copy \_\_\_\_\_
- Photo Copy \_\_\_\_\_
- Certificate of Good Standing \_\_\_\_\_
- Certificate of Status \_\_\_\_\_
- Certificate of Fictitious Name \_\_\_\_\_
- Corp Record Search \_\_\_\_\_
- Officer Search \_\_\_\_\_
- Fictitious Search \_\_\_\_\_
- Fictitious Owner Search \_\_\_\_\_
- Vehicle Search \_\_\_\_\_
- Driving Record \_\_\_\_\_
- UCC 1 or 3 File \_\_\_\_\_
- UCC 11 Search \_\_\_\_\_
- UCC 11 Retrieval \_\_\_\_\_
- Courier \_\_\_\_\_

Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

SP  
Name \_\_\_\_\_

2/2/06  
Date \_\_\_\_\_

10:31  
Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF CONVERSION  
FOR  
CONVERTING  
A FLORIDA CORPORATION  
INTO A FLORIDA LIMITED LIABILITY COMPANY**

608.439, F.S.

Pursuant to Sections ~~607.1112 - 607.1114~~ ~~et seq. of the Florida Business Corporation Act~~, M & S Enterprises of Orlando, Inc., a corporation formed under the laws of the State of Florida on September 11, 2002, hereby submits the following Certificate of Conversion:

902000098771


1. The names of the business entities that are parties to the conversion are M & S Enterprises of Orlando, Inc., a Florida corporation, and M & S Enterprises of Orlando, LLC, a Florida limited liability company. The Articles of Organization for M & S Enterprises of Orlando, LLC, a Florida limited liability company, are attached hereto as Exhibit "A." Upon the filing of this Certificate of Conversion and the aforementioned Articles of Organization with the Florida Department of State, M & S Enterprises of Orlando, Inc., a Florida corporation, shall be converted into M & S Enterprises of Orlando, LLC, a Florida limited liability company.

2. In accordance with the aforementioned Plan of Conversion, the effective date of the conversion shall be February <sup>2,</sup> 2006.

3. The Plan of Conversion was duly approved by the board of directors and the shareholders of M & S Enterprises of Orlando, Inc., a Florida corporation, by unanimous written consent made effective February <sup>2,</sup> 2006.

IN WITNESS WHEREOF, M & S Enterprises of Orlando, Inc., a Florida corporation, has caused this Certificate of Conversion to be executed by a duly authorized officer as of this \_\_\_\_\_ day of February, 2006.

**M & S ENTERPRISES OF ORLANDO, INC.,  
a Florida corporation**

By:   
Mark D. Glover,  
Its: President

**Exhibit A**  
**Articles of Organization**

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
M & S ENTERPRISES OF ORLANDO, LLC**

The undersigned authorized representative of a Member, for the purpose of forming a limited liability company, for profit, under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, adopts and files the following Articles of Organization:

**ARTICLE I – NAME**

The name of the limited liability company shall be: M & S ENTERPRISES OF ORLANDO, LLC (the "Company").

**ARTICLE II – ADDRESS**

The mailing address and principal office address of the Company shall be: 1725 East Highway 50, Suite B, Clermont, Florida 34711.

**ARTICLE III – EFFECTIVE DATE; DURATION**

The Company shall commence its existence on the <sup>2<sup>nd</sup></sup> day of February, 2006. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided by law or pursuant to the terms of the Company's Operating Agreement.

**ARTICLE IV – REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered agent of the Company in the State of Florida is: Shelley C. Glover, 6113 Blakeford Drive, Windermere, Florida 34786.

**ARTICLE V – PURPOSES**

This Company is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States of America and the State of Florida.

**ARTICLE VI – MANAGEMENT**

The Company is to be managed by the Members in accordance with the Company's Operating Agreement. The names and street addresses of the Members of the Company are:

Mark D. Glover, 1725 East Highway 50, Suite B, Clermont, Florida 34711; and

Shelley C. Glover, 1725 East Highway 50, Suite B, Clermont, Florida 34711.

**ARTICLE VII- OPERATING AGREEMENT**

The initial Operating Agreement of the Company shall be adopted by the Members. The Operating Agreement shall be adopted, altered, amended or repealed from time to time as provided in the Operating Agreement.

**ARTICLE VIII- MEMBERSHP INTERESTS; TRANSFER RESTRICTIONS**

The maximum number of membership units which this Company is authorized to have outstanding

at any one time is One Thousand (1,000). The Members may impose such restrictions on the sale, transfer or encumbrance of such membership interests as they see fit.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as an authorized representative of a member at Jacksonville, Florida on this 1<sup>st</sup> day of February, 2006.

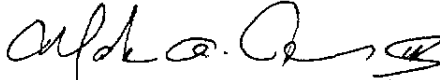


**Mark O. Wilhelm, II**  
**Authorized Representative**

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, Mark O. Wilhelm, II, a member of the entity listed in the Articles of Organization of M & S ENTERPRISES OF ORLANDO, LLC to serve as registered agent for this Company, hereby (i) consents on the entity's behalf to accept service of process for the Company at the place designated in the Articles of Organization, (ii) accepts on the entity's behalf the appointment as registered agent, and (iii) agrees on the entity's behalf that it will act in this capacity. The undersigned further agrees on the entity's behalf that it will comply with the provisions of all statutes relating to the proper and complete performance of its duties and is familiar with and accepts the obligations of the position of registered agent.

**BRENNAN, MANNA & DIAMOND, P.L.**



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**Mark O. Wilhelm, II**  
**Member**