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PICK-UP	WAIT	MAIL
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Certified Copies	Certificates	of Status
Special Instructions to	Filing Officer	
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Office Use Only



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WHAT WHASSEE, FLORIDA

WO6-45/)

# COVER LETTER

TO: Registration Section
Division of Corporations
SUBJECT: DIRTCANDLES, LLC
(Name of Resulting Florida Limited Company)
The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 608.439, F.S.
Please return all correspondence concerning this matter to:
KELLI NEW (Contact Person)
DIRTCANDLES, LLC
(Firm/Company)
1880 WEST 10TH ST- UNIT 106
(Address)
RIVIERA BEACH FL 33404
(City, State and Zip Code)
For further information concerning this matter, please call:
(Name of Contact Person) at (561) 876-3444  (Area Code and Daytime Telephone Number)
Enclosed is a check for the following amount:
\$150.00 Filing Fees \$155.00 Filing Fees and Certified Copy \$185.00 Filing Fees, Certified Copy, and Certificate of Status of Organization)
STREET ADDRESS: MAILING ADDRESS:
Registration Section Registration Section
Division of Corporations  Clifton Building  Division of Corporations  P. O. Box 6327
2661 Executive Center Circle Tallahassee, FL 32314
Tallahassee, FL 32301



### FLORIDA DEPARTMENT OF STATE Division of Corporations

January 30, 2006

KELLI NEW DIRT CANDLES LLC 1880 WEST 10TH ST UNIT 106 RIVIERA BEACH, FL 33404-6430

SUBJECT: DIRT CANDLES, LLC Ref. Number: W06000004511



We have received your document for DIRT CANDLES, LLC and your check(s) totaling \$33.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

There is a balance due of \$121.25.

You completed the wrong form,

We are enclosing the proper form(s) with instructions for your convenience.

The effective day must be specific and cannot be prior to the date of filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan Document Specialist

Letter Number: 906A00006572

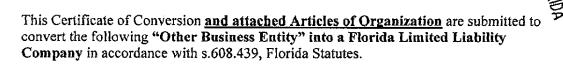
# **Certificate of Conversion**

For

### "Other Business Entity"

Into

# Florida Limited Liability Company



1. The name of the "Other Business Entity" immediately prior to the filing of this
Certificate of Conversion is: ANNAPOLIS (ANDIE (MPANY # GP050000133
(Enter Name of Other Business Entity)
2. The "Other Business Entity" is a <u>GENERAL PARTNERSHIP</u> .  (Enter entity type. Example: corporation, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)
first organized, formed or incorporated under the laws of
on
3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:
FLORIDA.
4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization:
DIRT CANOLES, LLC
(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date:  (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 listed in the attached Articles of Organization, if an effective date is listed therein.)
Signed this 4th day of FEBRUARY 20 06.
Signature of Authorized Person: KUN NEW
Printed Name: KELLINEW Title: PRESIDENT OWNER

### Fees:

Certificate of Conversion:

\$25.00

Fees for Florida Articles of Organization:

\$125.00

Certified Copy:

Certificate of Status:

\$30.00 (Optional) \$5.00 (Optional)

Page 2 of 2

## ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name: The name of the Limited Liability Company is	is:
DIRT CANDLES, LL	ا کیا ا
(Must end with the words "Limited Liability Company, "Lim"L.C.,")	nited Company" or their abbreviation "LC," or
ARTICLE II - Address: The mailing address and street address of the Liability Company is:	principal office of the Limited
Principal Office Address:	Mailing Address:
1880 WEST 10TH ST UNIT 106 RIVICRA BOYCH FL 33404	"SAME"
ARTICLE III - Registered Agent, Register Signature: (The Limited Liability Company cannot serve as its own Regindividual or another business entity with an active Florida registration.)	
The name and the Florida street address of the	e registered agent are:
KEILI NEN	
10636 GP-MDE Florida street address (P.0	BUD
WEST PARM BEACH City, St	FL 33412— ate, and Zip
Having been named as registered agent and	to accept service of process for the

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..

Registered Agent's Signature (REQUIRED)

(CONTINUED) Page 1 of 2

<u>Fitle:</u> 'MGR" = Manager 'MGRM" = Managing Membe	Managing Member(s): Manager or Managing Member is as follows:  Name and Address:  KELLI NEW
MGR	KELLI HEN S
	10636 GRANDE BLUD
	WEST PAIN BEACH FC 3
MOR	TRI CNOW
	10086 GRANDE BUID WEST PAWN BEACH FL3
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	(Use attachment if necessary)
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NAL) fective date is listed, the date days prior to or 90 days after  REQUIRED SIGNATURE:  Signature of a member or  (In accordance with section of this document constitutes)	must be specific and cannot be more than five the date of filing.)
NAL) fective date is listed, the date days prior to or 90 days after REQUIRED SIGNATURE:  Signature of a member or (In accordance with section of this document constitutes that the fi	must be specific and cannot be more than five the date of filing.)  an authorized representative of a member.  n 608.408(3), Florida Statutes, the execution an affirmation under the penalties of perjury acts stated herein are true.)
NAL) fective date is listed, the date days prior to or 90 days after  REQUIRED SIGNATURE:  Signature of a member or  (In accordance with section of this document constitutes that the file.)	must be specific and cannot be more than five the date of filing.)  an authorized representative of a member.  n 608.408(3), Florida Statutes, the execution an affirmation under the penalties of perjury acts stated herein are true.)