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(Address)

(Address)

(City/State/Zip/Phone #)

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TALLAHASSEE, FLORIDA

11-28  
*[Signature]*

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** KAPLAN & CO. SECURITIES, 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:

MICHAEL I. KOTLER, ESQUIRE

(Contact Person)

SCHWARTZ, GOLD, COHEN, ZAKARIN & KOTLER, P.A.

(Firm/Company)

54 SW BOCA RATON BLVD

(Address)

BOCA RATON, FLORIDA 33432

(City, State and Zip Code)

For further information concerning this matter, please call:

MICHAEL I. KOTLER, ESQUIRE at ( 561 ) 361-9600

(Name of Contact Person)

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- |   |  |   |  |
|---|--|---|--|
| <input type="checkbox"/> \$150.00 Filing Fees<br>(\$25 for Conversion<br>& \$125 for Articles<br>of Organization) | <input checked="" type="checkbox"/> \$155.00 Filing Fees<br>and Certificate of<br>Status | <input type="checkbox"/> \$180.00 Filing Fees<br>and Certified Copy | <input type="checkbox"/> \$185.00 Filing Fees,<br>Certified Copy, and<br>Certificate of Status |
|---|--|---|--|

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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

This Certificate of Conversion **and attached Articles of Organization** are submitted to convert the following **"Other Business Entity"** into a **Florida Limited Liability Company** in accordance with s.608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

**KAPLAN & CO. SECURITIES, INC** - *P94-66134*

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a **CORPORATION**.

(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 **FLORIDA**

(Enter state, or if a non-U.S. entity, the name of the country)

on **9/08/1994**

(Enter date "Other Business Entity" was first organized, formed or incorporated)

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:

4. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:

**KAPLAN & CO. SECURITIES, LLC**

(Enter Name of Florida Limited Liability Company)

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5. If not effective on the date of filing, enter the effective date: December 31, 2006  
(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 10 day of November 2006.

Signature of Authorized Person: \_\_\_\_\_

Printed Name: JED KAPLAN Title: MANAGING MEMBER

**Fees:**

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

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**ARTICLES OF ORGANIZATION**

**OF**

***KAPLAN & CO. SECURITIES, LLC***

**ARTICLE I**

**NAME**

The name of this limited liability company is:

***KAPLAN & CO. SECURITIES, LLC***

**ARTICLE II**

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

150 East Palmetto Park Road, Suite 450, Boca Raton, Florida 33432

**ARTICLE III**

**REGISTERED AGENT, REGISTERED OFFICE & REGISTERED AGENT'S SIGNATURE**

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

Jed Kaplan  
150 East Palmetto Park Road, Suite 450  
Boca Raton, Florida 33432

**ACKNOWLEDGMENT:**

*Having been named to accept service of process for the above-stated limited liability company, at place designated in this certificate, I hereby accept to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper 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.*

  
\_\_\_\_\_  
**Jed Kaplan, Registered Agent**

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**ARTICLE IV**  
**MEMBERS AND MANAGEMENT**

Check if applicable:

☒ The Limited Liability Company is to be managed by one manager or more managers and is therefore, a manager - managed company.

☐ The Limited Liability Company is to be managed by members and is therefore, a member - managed company.

This limited liability company shall have the following members:

**NAME**

**Jed Kaplan**

**ADDRESS**

**150 East Palmetto Rd, Suite 450  
Boca Raton, Florida 33432**

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**ARTICLE V**

**PURPOSE**

This limited liability company is organized for the following purposes:

1. To engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE VI**

**CONTRIBUTIONS**

The total amount of cash contributed to the limited liability company and the members contributing the cash shall be reflected in the records of the Limited Liability Company.

The members of the limited liability company have agreed to make the following additional contributions, which contributions, if any, shall be made upon the following terms and conditions:

None, provided that future contributions can be made as determined from time to time by the members.

## **ARTICLE VII**

### **ADMISSION OF ADDITIONAL MEMBERS**

The members of the limited liability company may admit additional members provided however that any such admission shall require the affirmative written consent of all members of the limited liability company.

## **ARTICLE VIII**

### **VOTING**

All members of the limited liability company shall be entitled to vote on matters relating to the limited liability company.

Each member's vote shall be weighted as follows:

<b><u>NAME</u></b>	<b><u>PERCENTAGE</u></b>
Jed Kaplan	100%

## **ARTICLE IX**

### **TERM OF EXISTENCE**

This limited liability company shall have an existence commencing on the date of receipt of these Articles of Organization by the Secretary of State of Florida and shall continue perpetually.

In the event of the death, retirement, resignation, expulsion, bankruptcy or dissolution of a

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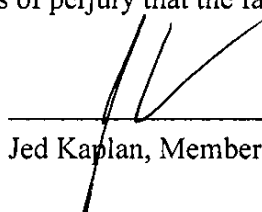
member or the occurrence of any other event which terminates the continued membership of a member the remaining members shall have the right to continue the business of this limited liability company.

## ARTICLE X

### AMENDMENT

This limited liability company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, in the manner provided by law.

(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.)

  
\_\_\_\_\_  
Jed Kaplan, Member

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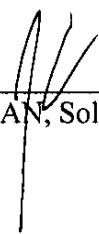
MINUTES OF MEETING OF SHAREHOLDERS & DIRECTORS OF  
KAPLAN & CO. SECURITIES, INC.

The undersigned, being the sole shareholder and director of Kaplan & Co. Securities, Inc., hereby waives notice of a Meeting of the Shareholders and Directors of the Corporation and takes the following action pursuant to Florida Statute Section 607.0821:

IT IS RESOLVED, that the Corporation approves the conversion of the Corporation into a Florida Limited Liability Company pursuant to Florida Statute Section 608.439, and the Corporation and its Directors and Officers are authorized to take any and all action necessary to effectuate the conversion; and

RESOLVED, that the Articles of Organization of Kaplan & Co. Securities, LLC, have been reviewed and approved by the Board of Directors and Shareholders of the Corporation and the Directors and Shareholders authorize the filing of the Articles of Organization of Kaplan & Co. Securities, LLC.

The foregoing has been approved by the undersigned on the 10 day of November 2006.

  
\_\_\_\_\_  
JED KAPLAN, Sole Shareholder and Director

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