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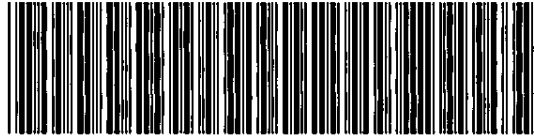
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December 6, 2006

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Paul-Northern Holdings, Inc. into Paul-Northern Holdings, LLC

Filing Evidence

☐ Plain/Confirmation Copy

☒ Certified Copy

Retrieval Request

☐ Photocopy

☐ Certified Copy

Type of Document

☐ Certificate of Status

☐ Certificate of Good Standing

☐ Articles Only

☐ All Charter Documents to Include
Articles & Amendments

☐ Fictitious Name Certificate

☐ Other

NEW FILINGS	
	Profit
	Non Profit
X	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

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TALLAHASSEE, FLORIDA
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**CERTIFICATE AND PLAN OF CONVERSION
FOR
PAUL-NORTHERN HOLDINGS, INC.
INTO
PAUL-NORTHERN HOLDINGS, LLC**

FILED
06 DEC -6 PM 4:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate and Plan of Conversion and attached Articles of Organization are submitted to convert **PAUL-NORTHERN HOLDINGS, INC.**, a Nevada corporation (the "Corporation"), into **PAUL-NORTHERN HOLDINGS, LLC**, a Florida limited liability company (the "LLC"), in accordance with Section 608.439, Florida Statutes, and Chapter 92A of the Revised Nevada Statutes.

1. **PAUL-NORTHERN HOLDINGS, INC.**, a Nevada corporation, was formed on December 3, 1997.
2. The name of the Florida limited liability company, as set forth in the attached Articles of Organization, is **PAUL-NORTHERN HOLDINGS, LLC**, and it will be the resulting entity which will be governed by the laws of Florida.
3. This Certificate and Plan of Conversion shall be effective upon filing.
4. Pursuant to the conversion transaction ("Plan of Conversion"), the shares of issued and outstanding stock of the Corporation ("Shares") shall be converted into membership interests ("Member Interests") in the LLC, as follows: The shares held by each shareholder of the Corporation immediately prior to the conversion transaction, when expressed as a percentage of the then total issued and outstanding shares, shall be converted into the same percentage of member interests in the LLC such that the percentage of stock ownership in the Corporation held by each shareholder immediately prior to the conversion transaction will equal the same percentage of member interests in the LLC held by that (former) shareholder (and now a member of the LLC) immediately after the conversion transaction.
5. The Articles of Organization of the LLC, its charter documents, are as set forth in Exhibit A attached hereto.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion as of the 21st day of November, 2006.

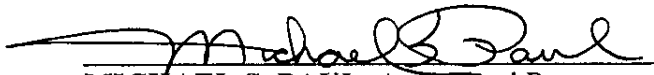

MICHAEL S. PAUL, Authorized Representative

EXHIBIT A

Articles of Organization
of
Paul-Northern Holdings, LLC
(a Florida Limited Liability Company)

**ARTICLES OF ORGANIZATION
OF
PAUL-NORTHERN HOLDINGS, LLC**
(a Florida limited liability company)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, in forming a Florida limited liability company under the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, hereby adopts the following Articles of Organization:

**ARTICLE I
NAME**

The name of the limited liability company is **PAUL-NORTHERN HOLDINGS, LLC** (hereinafter, the "Company").

**ARTICLE II
MAILING AND PRINCIPAL ADDRESS**

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

7587 Isla Verde Way
Delray Beach FL 33446

**ARTICLE III
REGISTERED AGENT AND REGISTERED OFFICE**

The name and street address of the Company's registered agent are:

BSPA CORPORATE SERVICES, INC.
350 East Las Olas Boulevard, Suite 1000
Fort Lauderdale, Florida 33301

The undersigned has executed these Articles of Organization as of this 21st day of November, 2006.

PAUL-NORTHERN HOLDINGS, LLC

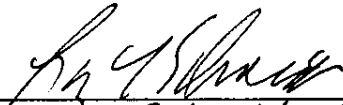
By: Michael S. Paul
MICHAEL S. PAUL, Member

By: Carmela C. Paul
CARMELA C. PAUL, Member

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for **PAUL-NORTHERN HOLDINGS, LLC** at the place designated in Article III of the Articles of Organization, **BSPA CORPORATE SERVICES, INC.** hereby accepts the appointment as registered agent, agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties. **BSPA CORPORATE SERVICES, INC.** is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, F.S.

BSPA CORPORATE SERVICES, INC.

By: 
Name: Laz L. Schneider
Date: 12/5, 2006