

L06000121236

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

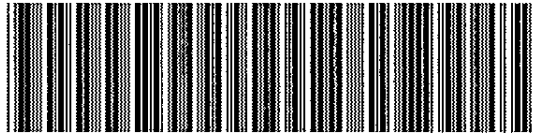
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CORPDIRECT AGENTS, INC. (formerly CCRS)  
515 EAST PARK AVENUE  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

CONTACT: TRICIA TADLOCK

DATE: 12-21-06

REF. #: 0672.61765

CORP. NAME: HENDERSON & GAUTHIER, CPAs, PL

EFFECTIVE DATE  
1/1/07  
06 DEC 21 PM 4:29  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

STATE FEES PREPAID WITH CHECK# 519544 FOR \$ 155.00.

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

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| <input type="checkbox"/> CERTIFICATE OF STATUS |  |  |

Examiner's Initials

EFFECTIVE DATE

1/1/07

**CERTIFICATE OF CONVERSION**

For

**"Other Business Organization"**

Into

**Florida Professional Limited Liability Company**

**THIS CERTIFICATE OF CONVERSION** and attached Articles of Organization are submitted to convert the following "Other Business Entity" into a Florida professional limited liability company in accordance with Section 608.439, *Florida Statutes*.

**FIRST:** The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is **HENDERSON & ASSOCIATES, CPA'S, P.A.** (the "Converting Entity").

994000651856


**SECOND:** The Converting Entity is a Florida professional service corporation first incorporated under the laws of the State of Florida on July 13, 1994.

**THIRD:** The name of the Florida professional limited liability company as set forth in the attached Articles of Organization is **HENDERSON & GAUTHIER, CPAs, PL.**

**FOURTH:** The conversion was approved as required by Chapter 608, *Florida Statutes*.

**FIFTH:** The effective date and time of the conversion shall be January 1, 2007 at 12:01 a.m.

The undersigned, being the sole member listed in the attached Articles of Organization, signed this Certificate of Conversion on the 21<sup>st</sup> day of December, 2006.

  
DEAN R. HENDERSON, C.P.A.

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

1/1/07

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION  
OF  
HENDERSON & GAUTHIER, CPAs, PL

1. Name. The name of this limited liability company is **HENDERSON & GAUTHIER, CPAs, PL** (the "Company"), and it shall be formed as a professional limited liability company under Chapter 621 of the laws of the State of Florida.

2. Duration. The Company shall exist from January 1, 2007 at 12:01 a.m., and thereafter the Company's existence shall be perpetual.

3. Purpose. The general nature of the business to be transacted by the Company is to engage in every phase and aspect of the business of rendering the same professional services to the public that a certified public accountant, duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through members, officers, employees and agents of the Company who are duly licensed under the laws of the State of Florida to perform said services.

4. Place of Principal Office. The mailing and street address of the Company's principal office is 100 North Tampa Street, Suite 1835, Tampa, Florida 33602.

5. Registered Agent and Office. The name of the initial registered agent of the Company is Dean R. Henderson, C.P.A. The street address of the initial registered agent of the Company is 100 North Tampa Street, Suite 1835, Tampa, Florida 33602.

6. Management of the Company. The management of the Company shall be vested in the members of the Company. The initial member and managing member of the Company is Dean R. Henderson, C.P.A., whose address is 100 North Tampa Street, Suite 1835, Tampa, Florida 33602.

7. Operating Agreement. The members shall have the power to adopt, alter, amend, or repeal the Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

The undersigned executed these Articles of Organization on the 21<sup>st</sup> day of December, 2006. (In accordance with Section 608.408(3), *Florida Statutes*, the execution of these Articles constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

  
\_\_\_\_\_  
DEAN R. HENDERSON, C.P.A.  
Sole Member

### ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
DEAN R. HENDERSON, C.P.A.

Dated: December 21<sup>st</sup>, 2006