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| Certified Copies | Certificates | of Status |
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| Special Instructions to | Filing Officer: |] |
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Office Use Only



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SECRETARY OF STATE

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FLORIDA DEPARTMENT OF STATE Division of Corporations

January 4, 2007

CLARE CANDELORI 2528 SW 45TH STREET CAPE CORAL, FL 33914

SUBJECT: CANDELORI FINE ART, LLC

Ref. Number: W0700000510

We have received your document for CANDELORI FINE ART, LLC and your scheck(s) totaling \$185.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date of the conversion cannot be prior to the date of filing nor more than 90 days after the date of filing and must be the same as the effective date listed in the Florida Articles of Organization, if any.

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

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline Document Specialist

Letter Number: 007A00000664

COVER LETTER

| Division of Corporations | |
|--|---|
| SUBJECT: Candelori Fine Art, LL | С |
| (Name of Resulting | Florida Limited Company) |
| The enclosed Certificate of Conversion, Ar convert an "Other Business Entity" into a "accordance with s. 608.439, F.S. | ticles of Organization, and fees are submitted to Florida Limited Liability Company" in |
| Please return all correspondence concerning | g this matter to: |
| Clare E. Candelori | |
| (Contact Person) | |
| Candelori Fine Art, LLC | LEGR J. |
| (Firm/Company) | 1 JAN -3 CRETARY LAHASS |
| 2528 SW 45th Street | SSE 3 |
| (Address) | mo H |
| Cape Coral, FL 33914 | AM 9: 48 |
| (City, State and Zip Code) | |
| For further information concerning this ma | tter, please call: |
| Clare E. Candelori | at (_239) 945-5509 |
| (Name of Contact Person) | (Area Code and Daytime Telephone Number) |
| Enclosed is a check for the following amou | ent: |
| \$150.00 Filing Fees (\$25 for Conversion & \$125 for Articles of Organization) \$\$ \$155.00 Filing Fees and Certificate of Status | \$\bigsize \\$180.00 \text{ Filing Fees} and Certified Copy \bigsize \\$185.00 \text{ Filing Fees, Certified Copy, and 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 |

Certificate of Conversion For

"Other Business Entity"

Into

Florida Limited Liability Company

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

| Certificate of Conversion is: Candelori Fine Art (Enter Name of Other Business Entity) | |
|--|-------------|
| 2. The "Other Business Entity" is a Sole Proprietorship | 62359003 |
| (Enter entity type. Example: corporation, limited partnership, sole progeneral 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) | |
| (E-4-, 4-4- (O4) - Dusiness Entity) was first appearing formed on inc | |
| (Enter date "Other Business Entity" was first organized, formed or inc. 3. If the jurisdiction of the "Other Business Entity" was changed, the state or 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 attachment of Operation. | country |
| 3. If the jurisdiction of the "Other Business Entity" was changed, the state or 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 attachment of Organization: | country |
| 3. If the jurisdiction of the "Other Business Entity" was changed, the state or 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 attachment. | country |

| SECRETARY OF | 2001 JAN -3 | , |
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| OF STATE | AH 9: 48 | |

| 5. If not effective on the date of filing, enter the eff (The effective date: 1) cannot be prior to nor me document is filed by the Florida Department of S effective date listed in the attached Articles of Olisted therein.) | ore than 90 days after the date this State; <u>AND</u> 2) must be the same as th |
|--|---|
| Signed this 27 day of December | 20_2006 |
| Signature of Authorized Person: <u>Clare lo</u> | Candelori |
| Printed Name: Clare E. Candelori Title: | President/Owner |

Fees:

Certificate of Conversion: Fees for Florida Articles of Organization: Certified Copy: Certificate of Status: \$25.00 \$125.00

\$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 Comp | pany is: |
|--|--|
| Candelori Fine Art, LLC | |
| (Must end with the words "Limited Liability Compan" "L.C.,") | y, "Limited Company" or their abbreviation "LLC," or |
| ARTICLE II - Address: The mailing address and street address o Liability Company is: | f the principal office of the Limited |
| Principal Office Address: | Mailing Address: |
| 2528 SW 45th Street | . 2528 SW 45th Street |
| Cape Coral, FL 33914 | Cape Coral, FL 33914 |
| ARTICLE III - Registered Agent, Reg Signature: (The Limited Liability Company cannot serve as its ovindividual or another business entity with an active Florida registration.) | wn Registered Agent. You must designate an |
| The name and the Florida street address | of the registered agent are: |
| Ronald T. Cand | delori SSR -3 |
| 2528 SW 45th | Name Street EFFC |

Florida street address (P.O. Box NOT acceptable)

City, State, and Zip

33914

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

Cape Coral,

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

| <u>Title:</u> "MGR" = Manager "MGRM" = Managing Member | Name and Address: | |
|--|---|------------|
| Manager | Clare E. Candelori | |
| | 2528 SW 45th Street | • |
| | Cape Coral, FL 33914 | |
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| | (Use attachment if necessary) | |
| | | |
| ARTICLE V: Effective date, if other than the | e date of filing: 01/03/2007 | |
| (OPTIONAL) | | |
| (If an effective date is listed, the date must business days prior to or 90 days after the d | | |
| business days prior to or 30 days after the d | ASS | meterial. |
| <u>REQUIRED SIGNATURE:</u> | | 7 Z 1 7 MA |
| 00-1-2-0 | A FES |) seems |
| Signature of a member or an au | thorized representative of a member, | |
| Signature of a member of an au | thorized representative of a member. | |
| | 408(3), Florida Statutes, the execution | |
| | ffirmation under the penalties of perjury atted herein are true.) | |
| Clare E. Candelori | accu nerom are true. | |
| | atod name of signed | |
| Typed or prin | nted name of signee | |
| Filing Fees: | | |

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

- \$ 30.00 Certified Copy (Optional)
- \$ 5.00 Certificate of Status (Optional)