

LO 7000008843

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

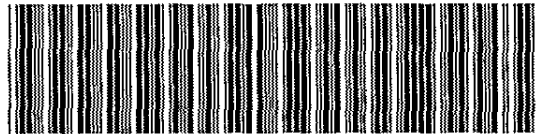
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:  
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1-1-07 ALI  
Wob-55597

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
DEC 28 P 3:59

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12/28/06--01031--009 \*\*180.00

**NASON YEAGER GERSON  
WHITE & LIOCE, P.A.**  
ATTORNEYS AT LAW

MELLON UNITED NATIONAL BANK TOWER  
16.15 PALM BEACH LAKES BOULEVARD  
SUITE 1200  
WEST PALM BEACH, FLORIDA 33401

MEREDITH M. MILBY  
LL.M. IN TAXATION  
Also admitted in Georgia

TELEPHONE (561) 686-3307 • FACSIMILE (561) 686-5442  
www.nasonyeager.com

DIRECT DIAL:  
(561) 471-3523

E-MAIL ADDRESS:  
mmilby@nasonyeager.com

December 27, 2006  
VIA FEDERAL EXPRESS  
OVERNIGHT DELIVERY

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

2006 DEC 28 P 3:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
**FILED**

Re: Shelmet Corporation ("Corporation")

Dear Sir or Madam:

Enclosed please find the following for filing with your office in accordance with s.607.1113, F.S. and s.608.439, F.S.:

1. Original Certificate of Conversion for a Florida Profit Corporation into a Florida Limited Liability Company form for the above referenced Corporation;
2. Original Articles of Organization for the formation of Shelmet, LLC; and
3. Check in the amount of \$180.00 in payment of the filing fees (\$25.00 for Certificate of Conversion, \$125.00 for Articles of Organization and \$30.00 for a Certified Copy, as per Neyse in your Registration Section).

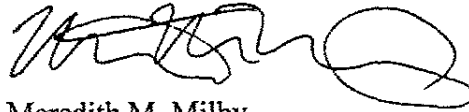
Section 607.0122 F.S. provides the filing fee for any other document provided for under Chapter 607 (such as the enclosed Certificate of Conversion which is provided for under s. 607.1113 F.S.) is \$35.00, rather than the \$25.00 we were quoted by your office over the phone. Therefore, we have enclosed an additional check in the amount of the \$10.00 difference. In the event you do not require this check to complete this filing, please return it to the undersigned in the enclosed envelope provided.

Florida Secretary of State  
Registration Section  
Division of Corporations  
December 27, 2006  
Page 2

Thank you for your prompt assistance in this matter. It is imperative that these documents are filed immediately as they are to take effect as of January 1, 2007. Please feel free to contact me at (561) 471-3523 if you should have any questions.

Sincerely yours,

NASON, YEAGER, GERSON,  
WHITE & LIOCE, P.A.



Meredith M. Milby

2006 DEC 28 P 3:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 29, 2006

NASON YEAGER GERSON WHITE & LIOCE, P.A.  
MELLON UNITED NATIONAL BANK TOWER  
1645 PALM BEACH LAKES BLVD. STE 1200  
WEST PALM BEACH, FL 33401

SUBJECT: SHELMET, LLC  
Ref. Number: W06000055597

We have received your document for SHELMET, LLC and your check(s) totaling \$180.00. However, the document has not been filed and is being retained in the office for the following:

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

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) 245-6094.

Agnes Lunt  
Document Specialist

Letter Number: 706A00073081

2006 DEC 28 11:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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NASON YEAGER GERSON  
WHITE & LIOCE, P.A.  
ATTORNEYS AT LAW

MELLON UNITED NATIONAL BANK TOWER  
1645 PALM BEACH LAKES BOULEVARD  
SUITE 1200  
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January 11, 2007

Agnes Lunt, Document Specialist  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: Reference No.: W06000055597  
Letter No.: 706A00073081

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TALLAHASSEE, FLORIDA

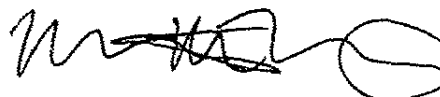
Dear Ms. Lunt:

Pursuant to your letter dated December 29, 2006, (copy enclosed) please find a second Certificate of Conversion for Shelmet Corporation to convert into Shelmet, LLC, a Florida limited liability company. Please note the effective date of this conversion is to be January 1, 2007, therefore we request that you assign the original file date of our rejected document to this Certificate of Conversion.

If you have any questions, please feel free to contact me directly at 561-471-3523.

Very truly yours,

NASON, YEAGER, GERSON, WHITE  
& LIOCE, P.A.



Meredith M. Milby

Enclosures

**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:

Shelmet Corporation  
(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Corporation  
(Enter entity type. Example: corporation, limited partnership, sole partnership, 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 January 17, 1983  
(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:

N/A

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

Shelmet, LLC  
(Enter Name of Florida Limited Liability Company)

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TALLAHASSEE, FLORIDA

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5. If not effective on the date of filing, enter the effective date: January 1, 2007.  
(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 in the attached Articles of Organization, if an effective date is listed therein.

Signed this 8 day of JANUARY, 2007

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

Printed Name: Gary Derer

Title: Director of Shelmet Corporation,  
the "Other Business Entity"  
and Member and Manager of Shelmet, LLC  
the Florida Limited Liability Company.

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2006 DEC 28 P 4: 00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION**

**OF**

**SHELMET, LLC**

I, the undersigned authorized representative of the Members, hereby make, acknowledge and file these Articles of Organization for the purpose of forming a limited liability company under the laws of the State of Florida.

**ARTICLE I**  
**NAME**

The name of this Limited Liability Company is:

Shelmet, LLC

**ARTICLE II**  
**ADDRESS**

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

3898 Via Poinciana  
Suite 14  
Lake Worth, Florida 33467

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**ARTICLE III**  
**EFFECTIVE DATE AND DURATION**

The Effect Date of this Filing shall be January 1, 2007 and the period of duration for the Limited Liability Company shall be perpetual.

**ARTICLE IV**  
**MANAGEMENT**

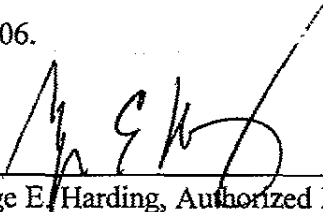
The powers of the Limited Liability Company shall be exercised by or under the authority of, and the business and affairs of the Limited Liability Company shall be managed under the direction of its Manager and is, therefore, a manager-managed company.



ARTICLE V  
ADMISSION OF ADDITIONAL MEMBERS

The Members shall have the right to admit additional members.

IN WITNESS WHEREOF, the undersigned authorized representative of the Members has made and subscribed these Articles of Organization at West Palm Beach, Florida, for the uses and purposes aforesaid, this 27<sup>th</sup> day of December, 2006.

  
\_\_\_\_\_  
George E. Harding, Authorized Representative of the  
Members

**FILED**  
2006 DEC 28 P 4: 00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Shelmet, LLC

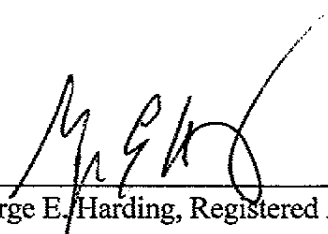
2. The name and the Florida street address of the registered agent and office are:

George E. Harding  
1645 Palm Beach Lakes Blvd.  
Suite 1200  
West Palm Beach, Florida 33401

2006 DEC 28 P 7:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**

*Having been named as registered agent to accept service of process for the above-stated limited liability company, at the location designated herein, I hereby consent to and accept the appointment to act in this capacity, acknowledge that I am familiar with and accept the obligations of a registered agent and agree to comply with the laws of Florida applicable thereto.*

  
\_\_\_\_\_  
George E. Harding, Registered Agent