

LO7 000014130

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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WAIT

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MAIL

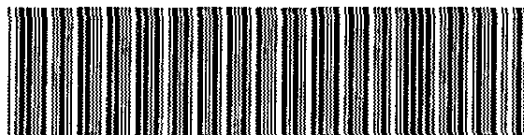
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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Refused

02/06/07--01006--014 **125.00

02/06/07--01006--015 **150.00

SECRETARY OF STATE
CLERK OF COURT

2007 FEB -6 PM 12:04

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LO7-14130
OK

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: CAPTAIN'S CORNER LLC
(Name of Resulting Florida Limited Company) CAPT LLC

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:

CAPT. William R. Grosscup
(Contact Person)

Captain's Corner LLC
(Firm/Company)

13 Hilton Haven Houseboat
(Address)

Key West, Fla. 33040
(City, State and Zip Code)

For further information concerning this matter, please call:

Capt. Bill Grosscup at (305) 296-8918
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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:

Captains Corner Corp.
(Enter Name of Other Business Entity)

POS-47452

2. The "Other Business Entity" is a CC 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 3/25/05
(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:

Captains Corner LLC
(Enter Name of Florida Limited Liability Company)

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ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED

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5. If not effective on the date of filing, enter the effective date: _____
(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 30 day of January 2007.

Signature of Authorized Person: _____

Printed Name Carl William R. Roscigno SOLE SHAREHOLDER

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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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:
The name of the Limited Liability Company is:

Captains Corner LLC
(Must end with the words "Limited Liability Company," "Limited Company" or their abbreviation "LLC," or "L.C.")

ARTICLE II - Address:
The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

681 Green St.
Key West, FL
33040

Mailing Address:

13 Hilton Haven Houseboat
Key West, FL
33040

ARTICLE III - Registered Agent, Registered Office, & Registered Agent Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

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

John Marcus Siracusa
Name
625 N. Flayler, 7th Floor
Florida street address (P.O. Box NOT acceptable)
West Palm Beach, FL 33401
City, State, and Zip

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)

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TALLAHASSEE, FLORIDA

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

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

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGR

William R. Grosscup
13 Hilton Haven Houseboat
Key West, FLA. 33040

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____

(OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

(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.)

Capt. William R. Grosscup

Typed or printed 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)

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SECRETARY OF STATE
ALLIANCE FLORIDA

FILED