

L070000027515

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

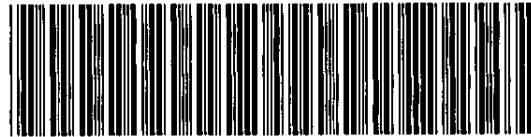
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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13 DEC 19 PM 1:38

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2013 DEC 19 AM 11:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEC 20 2013
T. HAMPTON

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

FILING COVER SHEET
ACCT. #FCA-23

CONTACT: RICKY SOTO

DATE: 12/19/2013

REF. #: 8996734

CORP. NAME: VERIFIP, LLC (a Florida LLC) converting to VIP SOFTWARE CORPORATINO (a Delaware corporation)

- | | | |
|--|---|--|
| <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 |
- ☒ CERTIFICATE OF CONVERSION
- ☐ OTHER:

STATE FEES PREPAID WITH CHECK# 70011796 FOR \$ 25.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ **COST LIMIT: \$** _____

PLEASE RETURN:

- | | | |
|--|---|--|
| <input type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input checked="" type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: VerifIP, LLC

Name of Florida Limited Liability Company

The enclosed Certificate of Conversion and fee(s) are submitted to convert a Florida Limited Liability Company" into an "Other Business Entity" in accordance with s.608.4403, F.S.

Please return all correspondence concerning this matter to:

Steve Zagami

Contact Person

Virtual Paralegal Services

Firm/Company

281 Pleasant Street

Address

Framingham, MA 01701

City, State and Zip Code

Steve@virtualparalegalservices.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Steve Zagami

508

861-7149

at (_____) _____

Name of Contact Person

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$25.00 Filing Fee

☐ \$30.00 Filing Fee
and Certificate of
Status

☐ \$55.00 Filing Fee
and Certified Copy

☐ \$60.00 Filing Fee,
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

FILED

2013 DEC 19 AM 11:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Conversion
For
Florida Limited Liability Company
Into
"Other Business Entity"

This Certificate of Conversion is submitted to convert the following **Florida Limited Liability Company** into an **"Other Business Entity"** in accordance with s. 608.4403, Florida Statutes.

1. The name of the Florida Limited Liability Company converting into the "Other Business Entity" is:

VeriFIP, LLC

107000027515

Enter Name of Florida Limited Liability Company

2. The name of the "Other Business Entity" is:

VIP Software Corporation

Enter Name of "Other Business Entity"

Corporation

3. The "Other Business Entity" is a _____
(Enter entity type. Example: corporation, limited partnership, sole proprietorship,
general partnership, common law or business trust, etc.)

Delaware

organized, formed or incorporated under the laws of _____
(Enter state, or if a non-U.S. entity, the name of the country)

4. The above referenced Florida Limited Liability Company has converted into an "Other Business Entity" in compliance with Chapter 608, F.S., and the conversion complies with the statute or applicable law governing the "Other Business Entity."

5. The plan of conversion was approved by the converting Florida Limited Liability Company in accordance with Chapter 608, F.S.

6. If applicable, the written consent of each member who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to s. 608.4402(2), F.S.

7. This conversion was effective under the laws governing the "Other Business Entity"

12/18/2013

on: _____

12/18/2013

8. This conversion shall be effective in Florida on: _____
(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 of the conversion under the laws governing the "Other Business Entity.")

9. The principal office address of the "Other Business Entity" under the laws of the state, country, or jurisdiction in which such entity was organized is as follows:

6024 KIPPS COLONY DR EAST, GULFPORT, FL 33707

10. If the "Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Other Business Entity":

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida limited liability company, including any appraisal rights of its members under ss. 608.4351-608.43595, F.S.

b.) Lists the following street and mailing address of an office the Florida Department of State may use for purposes of s. 48.181, F.S.

Street Address: 6024 Kipps Colony Drive East

Gulfport, FL 33707

Mailing Address: 6024 Kipps Colony Drive East

Gulfport, FL 33707

11. The "Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 608.4351-608.43595, F.S.

Signed this 17th day of December 2013

Signature: _____

Must be signed by a Member or Authorized Representative.

Printed Name: James Makris

Title: Manager

Fees: Filing Fee: \$25.00
Certified Copy: \$30.00 (Optional)
Certificate of Status: \$5.00 (Optional)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2013 DEC 19 AM 11:01

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