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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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**John Roberts, P.A.**

**ATTORNEY AT LAW**

P.O. Box 1419

Ocala, Florida 34478-1419

April 23, 2007

Registration Section  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

Re: LLC Conversion  
Ross Publishing, L.L.C.

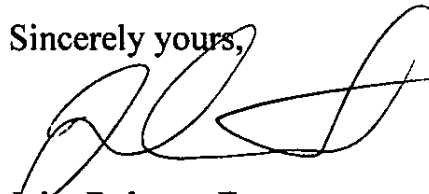
Dear Sir or Madam:

Enclosed, please find the conversion paperwork and the Articles of Organization for a limited liability company, for Ross Publishing, L.L.C.

Please process in your normal course of business and send me the letter of acknowledgment.

Please contact my office should you have any questions or concerns.

Sincerely yours,



John Roberts, Esq.

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JOHN ROBERTS, P.A.

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116 South Magnolia Avenue, Suite 3, Ocala, Florida 34474

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**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** ROSS PUBLISHING, L.L.C.  
(Name of Resulting Florida Limited Company)

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:

JOHN ROBERTS, ESQ.  
(Contact Person)  
JOHN ROBERTS, P.A.  
(Firm/Company)  
P.O. BOX 1419  
(Address)  
Ocala, FL 34478-1419  
(City, State and Zip Code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

JOHN ROBERTS at ( 352 ) 401-5646  
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

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

ROSS PUBLISHING, INC.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a 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 FL  
(Enter state, or if a non-U.S. entity, the name of the country)

on 3/6/06.  
(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:

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

ROSS PUBLISHING, L.L.C.

(Enter Name of Florida Limited Liability Company)

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5. If not effective on the date of filing, enter the effective date: 7/6/07.  
(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 23<sup>rd</sup> day of APRIL 20 07.

Signature of Authorized Person: 

Printed Name: JOHN ROBERT TRESS Title: ATTORNEY FOR COMPANY

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TALLAHASSEE, FLORIDA

**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)

## **ARTICLES OF ORGANIZATION**

**OF**

### **ROSS PUBLISHING, L.L.C.**

**a Florida Limited Liability Company**

The undersigned, acting as the organizer for this Florida Limited Liability Company hereby formed under the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, and the undersigned hereby adopts the following Articles of Organization for this Limited Liability Company:

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### **ARTICLE I – COMPANY NAME & ADDRESS**

The name of this Limited Liability Company is **Ross Publishing, L.L.C.** and the mailing address for the principal office of this company is 14204 S.W. 115<sup>th</sup> Circle, Dunnellon, FL 34432. The telephone number is (352) 854-9181.

### **ARTICLE II – PURPOSE**

The Limited Liability Company is organized for any purpose lawful under the laws of the State of Florida and under the laws of the United States of America.

### **ARTICLE III – DURATION**

The Limited Liability Company shall have perpetual existence, and shall commence existence upon signing these Articles or later if required by law.

### **ARTICLE IV – AMENDMENTS**

These Articles of Organization can be amended at any time, upon unanimous vote of all managers.

#### **ARTICLE V – Manager**

The Limited Liability Company shall initially have One (1) Manager and until a successor(s) has been duly elected and qualified, or, if earlier, until resignation, removal from office, or death. The number of manager may be increased or decreased at any time, upon unanimous vote of all managers. The name and address of the initial manager of the Limited Liability Company is:

<u>Name</u>	<u>Address</u>
Roger Ross	14204 S.W. 115 <sup>th</sup> Circle Dunnellon, FL 34432

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#### **ARTICLE VI – SIGNOR**

The name and address of the Signor, the person signing these Articles is:

<u>Name</u>	<u>Address</u>
Roger Ross	14204 S.W. 115 <sup>th</sup> Circle Dunnellon, FL 34432

#### **ARTICLE VII – INITIAL REGISTERED AGENT AND OFFICE**

The name and address of the initial Registered Agent of this Limited Liability Company is:

<u>Name</u>	<u>Address</u>
John Roberts, Esq.	7231 S. West 83 <sup>rd</sup> Place Ocala, Florida 34476

**ARTICLE VIII – SPECIFIC NATURE OF BUSINESS**

The specific nature of the Limited Liability Company is textbook publishing and related industries.

**ARTICLE IX – EFFECTIVE DATE**

The effective date for this Company shall be July 6<sup>th</sup>, 2007.

The undersigned has executed these Articles of Organization this 24 day of April, 2007.

Roger T. Ross  
Roger Ross  
For Ross Publishing, L.L.C.

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**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

I hereby accept the appointment as the initial Registered Agent of Ross

**Publishing, L.L.C.**, a Florida Limited Liability Company.

Date: APRIL 24, 2007

By: [Signature]  
John Roberts, Esq.  
Registered Agent