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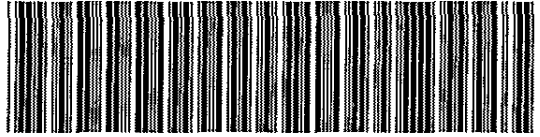
(Business Entity Name)

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FILED
07 APR 27 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NRC



VIA OVERNIGHT MAIL

April 26, 2007

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

**Re: Shared Path Corp. Conversion into Limited Liability Company; Document No.
P06000132763.**

Dear Sir or Madam:

Please find enclosed for filing a Certificate of Conversion and Plan of Conversion for the conversion of Shared Path Corp. into Shared Path, L.L.C., a Florida limited liability company. Also enclosed in the filing fee of \$160.00 made payable to the Florida Department of State.

Please return all correspondence concerning this matter to me at the address above. For further information concerning this matter, please contact me at the telephone number set forth above.

Very truly yours,

Daniel G. Musca

cc: Mr. John Heck, III

Enclosures

CERTIFICATE OF CONVERSION

OF

SHARED PATH CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS CERTIFICATE OF CONVERSION, is made and adopted as of the 1st day of May, 2007, by **SHARED PATH CORP.**, a Florida corporation (the "**Converting Corporation**"), to reflect the terms of the conversion of the Converting Corporation into a Florida limited liability company to operate under the name **SHARED PATH L.L.C.** (the "**Converted LLC**").

ARTICLE I

FORMATION DATE AND JURISDICTION OF CONVERTING CORPORATION

The Converting Corporation was formed on October 18, 2006, as a Florida corporation.

ARTICLE II

NAME OF CONVERTING CORPORATION

The name of the Converting Corporation immediately prior to the filing of this Certificate of Conversion is: _

Shared Path Corp.

906-132763

ARTICLE III

NAME OF CONVERTED LLC

The name of the Converted LLC as set forth in its current Articles of Organization is:

Shared Path L.L.C.

ARTICLE IV

ARTICLES OF ORGANIZATION OF CONVERTED LLC

The Articles of Organization of the Converted LLC shall, upon the Conversion becoming effective, and thereafter until the same shall be altered, amended or repealed, be the Articles of Organization attached hereto as **Exhibit 1**.

ARTICLE V

EFFECTIVE DATE OF CONVERSION

This conversion of the Converting Corporation into the Converted LLC shall become effective upon filing with the Florida Department of State.

ARTICLE VI
CONVERSION IN COMPLIANCE WITH LAWS

This conversion of the Converting Corporation into the Converted LLC is being effected in compliance with Chapters 607 and 608 of the Florida Statutes.

ARTICLE VII
NECESSARY APPROVALS OF SHAREHOLDERS AND DIRECTORS

This conversion of the Converting Corporation into the Converted LLC has been approved by the sole shareholder and the sole member of the Board of Directors of the Converting Corporation in compliance with Chapter 607 of the Florida Statutes.

ARTICLE VIII
ADDRESS OF PRINCIPAL OFFICE OF CONVERTED LLC

The address of the principal office of the Converted LLC is 1110 Pinellas Bayway, Suite 202, St. Petersburg, Florida 33715.

ARTICLE IX
APPRAISAL RIGHTS

The Converted LLC has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under Sections 607.1301 through 607.1333, of the Florida Statutes.

IN WITNESS WHEREOF, the Converting Corporation has signed this Certificate of Conversion as of the day and year first above written.

SHARED PATH CORP.

By: _____


John N. Heck III, its President

ARTICLES OF ORGANIZATION

OF

SHARED PATH L.L.C.

ARTICLE I

Conversion from Prior Entity

The Limited Liability Company is being organized pursuant to a statutory plan of conversion of the Limited Liability Company from a Florida corporation known as Shared Path Corp. formed on October 18, 2006, into a Florida limited liability company with the name and other characteristics set forth herein.

ARTICLE II

Name

The name of the Limited Liability Company is:

SHARED PATH L.L.C.

ARTICLE III

Address

The mailing address and street address of the principal office of the Limited Liability Company are:

1110 Pinellas Bayway
Suite 202
St. Petersburg, Florida 33715

ARTICLE IV

Duration

The period of duration for the Limited Liability Company is perpetual.

ARTICLE V

Management

The Limited Liability Company is to be manager managed.

ARTICLE VI

Registered Agent and Registered Address

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

Daniel G. Musca
c/o Tampa Business & Property Law Source, P.A.
12004 Race Track Road
Tampa, Florida 33626

ARTICLE VII
Indemnification

The Limited Liability Company shall, to the full extent permitted by Section 608.4229 of the Florida Limited Liability Company Act, as amended from time-to-time, indemnify all persons whom it may indemnify pursuant thereto. The indemnification provided by this Article VII shall not limit or exclude any rights, indemnities or limitations of liabilities to which any person may be entitled, whether as a matter of law, under the Operating Agreement of the Limited Liability Company, by other agreement or otherwise.



John N. Heck, III, its Manager

Date: March 29, 2007

(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.)

ACCEPTANCE AND AFFIRMATION BY REGISTERED AGENT

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.



Daniel G. Musca, Registered Agent

Date: March 29, 2007

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