

LD7000113947

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

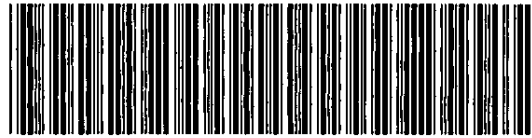
Special Instructions to Filing Officer:

L. SELLERS

AUG 19 2008

EXAMINER

Office Use Only



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08/04/08--01059--006 **25.00

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08 AUG -8 AM 8:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: UE Retail 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:

Mark Vasallo
(Contact Person)

Maven Investors LLC
(Firm/Company)

6770 Royal Palm Drive
(Address)

Palmetto Bay, FL 33157
(City, State and Zip Code)

For further information concerning this matter, please call:

Mark Vasallo at (619) 995-6593
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|---|---|--|
| <input checked="" type="checkbox"/> \$25.00 Filing Fee | <input type="checkbox"/> \$30.00 Filing Fee
and Certificate of
Status | <input type="checkbox"/> \$55.00 Filing Fee
and Certified Copy | <input type="checkbox"/> \$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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 5, 2008

MARK VASALLO
6770 ROYAL PALM DRIVE
PALMETTO BAY, FL 33157

SUBJECT: UE RETAIL, LLC
Ref. Number: L07000113947

We have received your document for UE RETAIL, LLC and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Certificate of Conversion must be signed by an authorized person.

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) 245-6967.

Leslie Sellers
Regulatory Specialist II

Letter Number: 408A00044671

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:

UE Retail LLC

(Enter Name of Florida Limited Liability Company)

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

UE Retail LLC

(Enter Name of "Other Business Entity")

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

organized, formed or incorporated under the laws of North Carolina
(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"

on: July 29, 2008

8. This conversion shall be effective in Florida on: August 8, 2008.
(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:

120 Penmarc Drive, Suite 118

Raleigh, NC 27603

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: 6770 Royal Palm Drive

Palmetto Bay, FL 33157

Mailing Address: 6770 Royal Palm Drive

Palmetto Bay, FL 33157

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 29th day of July, 20 08

Signature: 

(Must be signed by a Member or Authorized Representative.)

Printed Name: Mark Vasallo Title: Manager

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

Page 2 of 2

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TALLAHASSEE FLORIDA