

LO7000199973

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

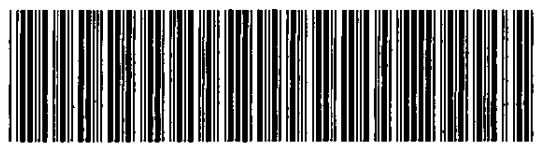
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200112758702

12/07/07--01033--018 **185.00

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07 DEC -7 PM 12: 54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE 12/07/07

DB
12/7

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Brethren Wholesalers LLC
(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:

Calton E. Wells
(Contact Person)
Brethren Wholesalers LLC
(Firm/Company)
4105 NW 195th Street
(Address)
Miami Gardens, FL 33055
(City, State and Zip Code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Calton E. Wells at (786) 258-0096
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$150.00 Filing Fees (\$25 for Conversion & \$125 for Articles of Organization)
- \$155.00 Filing Fees and Certificate of Status
- \$180.00 Filing Fees and Certified Copy
- \$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

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:
Brethren Wholesalers

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a **Sole Proprietorship** G913290001603
(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 **11/25/1991**
(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**:

Brethren Wholesalers LLC

(Enter Name of Florida Limited Liability Company)

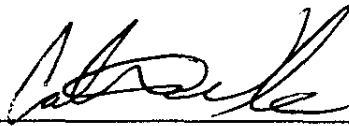
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TALLAHASSEE, FLORIDA
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EFFECTIVE DATE 12-07-07

5. If not effective on the date of filing, enter the effective date: 12/07/2007.
(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 6th day of December 2007.

Signature of Authorized Person: _____



Printed Name: Calton E. Wells Title: Owner/ Manager

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 FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Brethren Wholesalers LLC

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

ARTICLE II - Address:

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

Principal Office Address:

Mailing Address:

4105 NW 195th Street
Miami Gardens, FL 33055

Same

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's 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:

Calton E. Wells

4105 NW 195th Street

Florida street address (P.O. Box **NOT** acceptable)

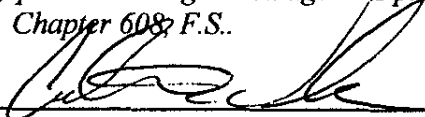
Miami Gardens 33055 FL

City, State, and Zip

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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)

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

Calton E. Wells

4105 NW 195th Street

Miami Gardens, FL 33055

MGRM

Nichole L. Wells

4105 NW 195th Street

Miami Gardens, FL 33055

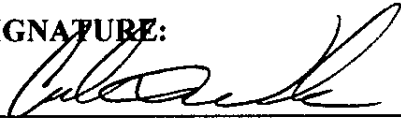
(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: 12/07/2007

(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.)

Calton E. Wells

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
TALLAHASSEE, FLORIDA

 **DEPARTMENT OF THE TREASURY**
INTERNAL REVENUE SERVICE
CINCINNATI OH 45999-0023

NEW EIN #

Date of this notice: 12-06-2007

Employer Identification Number:
26-1519246

Form: SS-4

Number of this notice: CP 575 E

BRETHREN WHOLESALERS LLC
CALTON WELLS SOLE MBR
4105 NW 195TH ST
MIAMI GARDENS, FL 33055

For assistance you may call us at:
1-800-829-4933

IF YOU WRITE, ATTACH THE
STUB AT THE END OF THIS NOTICE.

WE ASSIGNED YOU AN EMPLOYER IDENTIFICATION NUMBER

Thank you for applying for an Employer Identification Number (EIN). We assigned you EIN 26-1519246. This EIN will identify your business account, tax returns, and documents, even if you have no employees. Please keep this notice in your permanent records.

When filing tax documents, please use the label we provided. If this isn't possible, it is very important that you use your EIN and complete name and address exactly as shown above on all federal tax forms, payments and related correspondence. Any variation may cause a delay in processing, result in incorrect information in your account, or even cause you to be assigned more than one EIN. If this information isn't correct as shown above, please correct it using the tear off stub from this notice and return it to us so we can correct your account.

To receive a ruling or a determination letter recognizing your organization as tax exempt, you should complete Form 1023, Application for Recognition of Exemption, and send it to:

Internal Revenue Service
PO Box 192
Covington, KY 41012-0192

Publication 557, Tax-Exempt Status for Your Organization, is available at most offices or you can download this publication from our website at www.irs.gov. This publication has details on how you can apply.

IMPORTANT REMINDERS:

- * Keep a copy of this notice in your permanent records.
- * Use this EIN and your name exactly as they appear at the top of this notice on all your federal tax forms.
- * Refer to this EIN on your tax related correspondence and documents.

If you have questions, you can call or write to us at the phone number or address at the top of this notice. If you write, please tear off the stub at the end of this notice and send it along with your letter. Thank you for your cooperation.

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