

#L08000000961

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

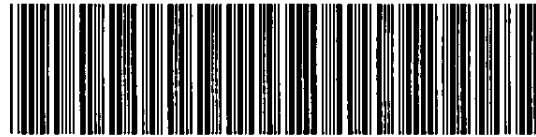
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Office Use Only



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11/01/12--01002--017 **55.00

EFFECTIVE DATE
11-7-2012

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2012 OCT 31 PM 4:42
NOT RECORDED
TO ADOPTED
SUFFICIENCY OF FILING

FILED
12 OCT 31 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. SALY
EXAMINER

NOV - 1 2012

October 31, 2012

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 8596336 SO
Customer Reference 1: Person on Call LLC
Customer Reference 2: 036587.00004

Dear Department of State, Florida:

Please obtain the following:

Person on Call LLC (FL)
Conversion
Florida

Person on Call LLC (FL)
Obtain Document - Misc - Certified Copy of filed Conversion Document
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,



Kenny Metayer
Fulfillment Specialist - Contractor
kenny.metayer@wolterskluwer.com

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Person on Call 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:

Rebecca S. Heath, Paralegal

Contact Person

Hirschler Fleischer

Firm/Company

P.O. Box 500

Address

Richmond, VA 23218-0500

City, State and Zip Code

bheath@hf-law.com

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

For further information concerning this matter, please call:

Rebecca S. Heath

Name of Contact Person

at (804)

771-5618

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

EFFECTIVE DATE
11-7-2012

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

FILED
12 OCT 31 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

Person on Call LLC
Enter Name of Florida Limited Liability Company

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

Person on Call LLC
Enter Name of "Other Business Entity"

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

organized, formed or incorporated under the laws of Delaware
(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: November 7, 2012

8. This conversion shall be effective in Florida on: November 7, 2012.
(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:

5500 Military Trail, #22-158, Jupiter, Florida 33458

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: 5500 Military Trail, #22-158

Jupiter, FL 33458

Mailing Address: 5500 Military Trail, #22-158

Jupiter, FL 33458

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 October, 20 12

Signature: JCCS
Must be signed by a Member or Authorized Representative.

Printed Name: JOSEPH C. CASSEY Title: MANAGING MEMBER

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

PLAN OF CONVERSION
OF
PERSON ON CALL LLC

THIS PLAN OF CONVERSION (the "Plan") dated as of October 29, 2012, pursuant to Section 608.4403 of the Florida Statutes, as amended (the "Code"), providing for the conversion of Person on Call LLC, a Florida limited liability company (the "Company") as a Delaware limited liability company, provides:

RECITALS:

- A. The Company is organized as a Florida limited liability company;
- B. The Company deems it in its best interest to be converted to a limited liability company under the laws of the State of Delaware and to surrender its charter in Florida.

PLAN:

NOW, THEREFORE, in consideration of the foregoing recitals specifically incorporated herein and the mutual promises, covenants, agreements and conditions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Company states as follows:

ARTICLE I
THE CONVERSION

1.1 Florida Conversion. Upon the Conversion Date (as defined below), the Company shall be converted from a Florida limited liability company into a Delaware limited liability company (such act being referred to herein as the "Conversion").

1.2 Effect of Conversion. Upon the Conversion Date, the effect of the Conversion shall be as provided in the applicable provisions of the laws of the State of Florida and the State of Delaware. Without limiting the generality of the foregoing, and subject thereto, upon the Conversion Date:

(a) All property, rights, privileges, powers and franchises, and all and every other interest of the Company prior to Conversion shall remain the property of the Company following Conversion without reversion or impairment; provided, that all rights of creditors and all liens upon any property of the Company prior to the Conversion shall be preserved unimpaired, and all debts, liabilities and duties of the Company shall upon the Conversion Date remain debts, liabilities and duties of the Company and shall be fully enforceable against it;

(b) The Certificate of Formation attached hereto as Exhibit B shall constitute the Certificate of Formation of the Company and is hereby authorized to be filed with and accepted by the Delaware Secretary of State;

(c) The percentage of membership interests of the Company held by its members shall be unchanged by the Conversion; and

(d) The Company shall cease to be a Florida limited liability company and shall become a Delaware limited liability company on the Conversion Date.

1.3 Certificate of Formation. This Plan authorizes the filing of a Certificate of Formation for the Company, to be accepted by the Delaware Secretary of State. The Company reserves the right to amend, alter, change or repeal any provisions contained in its Certificate of Formation in the manner now or hereafter set forth therein or as is or may be prescribed by the laws of the State of Delaware, and all of the rights, powers and privileges of the members of the Company are granted and shall be held and enjoyed subject to such reserved rights.

1.4 Management. The management of the Company will be unchanged by the Conversion.

ARTICLE II GENERAL

2.1 Conversion Date. The Conversion shall become effective as of November 7, 2012.

2.2 Action Approving Conversion. This Plan has been approved by the all of the Members of the Company. The Managing Member of the Company is hereby authorized and directed to take all actions on behalf of the Company necessary or desirable in effecting the Conversion, including but not limited to the filing of a Certificate of Conversion with each of the Florida Secretary of State and the Delaware Secretary of State.

2.3 Counterparts. This Plan may be executed in any number of counterparts, and all such counterparts and copies shall be and constitute an original document.

2.4 Governing Law. This Plan, and the respective rights and obligations of the parties hereunder, shall be governed by and construed in accordance with the laws of the State of Florida and the State of Delaware.

The undersigned hereby certifies that this Plan of Conversion was duly approved and adopted in accordance with Section 608 of the Florida Statutes on October 29, 2012.

PERSON ON CALL LLC,
a Florida limited liability company

By: 

Joseph C. Cassels, Managing Member

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