

LD8000002952

(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:

*Charles S. Sander* GAVE

AUTHORIZATION BY PHONE TO

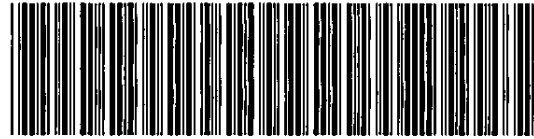
CORRECT *orig date to 1/27/06*

DATE *1/7/08*

FOR EXAM *Ullt*

Office Use Only

FF \$150  
cc/aus 35



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01/08/08--01015--019 \*\*185.00

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DIVISION OF CORPORATIONS  
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B. Tadlock JAN 09 2008

January 3, 2008

**ATTORNEYS AT LAW**

ONE INDEPENDENT DRIVE, SUITE 1300  
JACKSONVILLE, FL 32202-5017  
P. O. BOX 240  
JACKSONVILLE, FL 32201-0240  
904.359.2000 TEL  
904.359.8700 FAX  
foley.com

WRITER'S DIRECT LINE  
904.359.8762  
csnider@foley.com EMAIL

CLIENT/MATTER NUMBER  
025134-0101

Ms. Karon Beyer  
Bureau Chief of the Bureau of Corporations  
Florida Secretary of State  
Division of Corporations  
Clifton Building  
2661 W. Executive Center Circle  
Tallahassee, FL 32301

Re: 1-ON-1 BENEFITS, INC. ("re-conversion" to LLC)

Dear Karon:

As you may recall our discussion a couple of weeks ago, our client formerly known as 1 ON 1 EMPLOYEE BENEFITS, LLC (document # L06000010121), requested that we convert it to a Florida corporation and change its name, which we did on 12/14/07, so that the entity is now 1-ON-1 BENEFITS, INC. (document # P07000132558). Thereafter, the client's accountant advised us that he never intended to convert the LLC to a Florida corporation (since conversion, the corporation was never organized and never conducted business). The accountant has since requested that we change it back to a Florida LLC.

When I first spoke with you about this, you advised me to send you the documentation to accomplish this "re-conversion." Accordingly, attached for your review and filing are the Certificate of Conversion of 1-ON-1 BENEFITS, INC., together with the Articles of Organization of 1-ON-1 BENEFITS, LLC and this firm's check in the amount of \$185.00 to cover the filing fee, certified copy and certificate of status.

This entity has undergone so many changes, I am a little unsure as to when the annual report should be filed. Assuming you find everything to be in order and the conversion proceeds, then the effective date of the conversion would go back to the original date of formation of the first LLC which was 01/06/06, while the filed date will be whenever your office files the attached conversion. If this assumption is correct, then I need to confirm that the entity will need to file a



FOLEY & LARDNER LLP

January 3, 2008

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2008 Limited Liability Annual Report. However, since the filed date will be in 2008, will the new LLC need to file the Annual Report in 2009? Please let me know what we need to file and when and I will take care of it.

I sincerely appreciate your help with this very unusual filing.

Thank you.

Very truly yours,

A handwritten signature in cursive script, appearing to read 'Carolyn'.

Carolyn Snider  
Corporate Paralegal

Attachments

### COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** 1-ON-1 BENEFITS, 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:

CAROLYN SNIDER

(Contact Person)

FOLEY & LARDNER LLP

(Firm/Company)

ONE INDEPENDENT DRIVE, SUITE 1300

(Address)

JACKSONVILLE, FLORIDA 32202

(City, State and Zip Code)

For further information concerning this matter, please call:

CAROLYN SNIDER

(Name of Contact Person)

at ( 904 ) 359-8762

(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**

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DIVISION OF CORPORATIONS  
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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:

1-ON-1 BENEFITS, INC.

007-132558

(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 FLORIDA

(Enter state, or if a non-U.S. entity, the name of the country)

The Corporation was originally formed on 01/26/00 as a Florida LLC under the name 1 On 1 Employee Benefits, LLC. The LLC converted into a Florida corporation under the

(Enter date "Other Business Entity" was first organized, formed or incorporated)

name 1-On-1 Benefits, Inc. on 12/14/07.

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**:

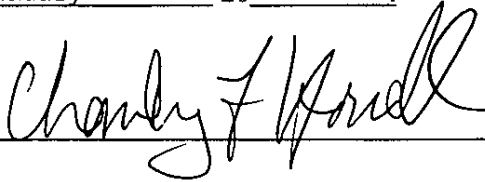
1-ON-1 BENEFITS, LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: \_\_\_\_\_.  
(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 2nd day of January 2008.

Signature of Authorized Person: \_\_\_\_\_



Printed Name: CHANLEY T. HOWELL Title: INCORPORATOR

**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  
1-ON-1 BENEFITS, LLC**

Pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State, the following are the Articles of Organization for 1-ON-1 BENEFITS, LLC (the "Company"):

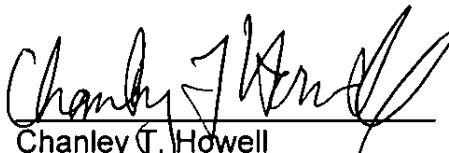
1. Name. The name of the Company is 1-ON-1 BENEFITS, LLC (the "Company").

2. Mailing Address and Principal Place of Business. The Company's mailing address and principal office shall be located at 4000 St. Johns Avenue, Suite 13B, Jacksonville, Florida 32205.

3. Initial Registered Agent. The name and address of the initial registered agent in Florida for the Company are:

F & L Corp.  
One Independent Drive, Suite 1300  
Jacksonville, Florida 32202-5017

4. **IN WITNESS WHEREOF**, pursuant to Section 608.407, Florida Statutes, the undersigned, authorized representative of a member of the Company, has executed these Articles of Organization this 2<sup>nd</sup> day of January, 2008.

  
Chanley T. Howell  
Authorized Representative

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DIVISION OF CORPORATIONS  
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## ACCEPTANCE BY REGISTERED AGENT

The undersigned, a corporation resident in the State, having been named in Section 3 of Articles of Organization of 1-ON-1 BENEFITS, LLC (the "Company") as the initial registered agent for the Company at the office designated in the Company's Articles of Organization, in accordance with Section 608.415 of the Florida Statutes, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with and hereby accepts the obligations of such position.

F & L CORP.

By: Charles V. Hedrick  
Charles V. Hedrick  
Authorized Signatory

**EXECUTED** this 2nd day of January, 2008.