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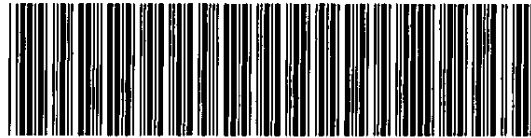
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TALLAHASSEE, FLORIDA

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May 14, 2008

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

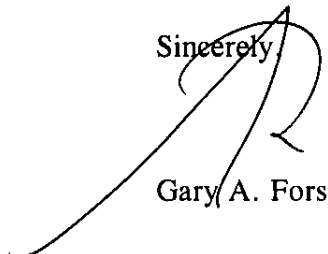
Re: Paradise Sound & Light, Inc. (the "Corporation")
Our File No. 1437-7

Dear Sir or Madam:

Enclosed for filing is a Certificate of Conversion and associated Articles of Organization necessary to convert the above Corporation to Paradise Sound & Light, LLC. We have also enclosed our check in the amount of \$150.00 to cover the cost associated with our request.

Please call with any questions or comments you may have.

Sincerely,


Gary A. Forster

GAF/tj
Enclosures

Cc: Frank L. Pohl, Esq.

**CERTIFICATE OF CONVERSION FOR
PARADISE SOUND & LIGHT, INC.
TO
PARADISE SOUND & LIGHT, LLC**

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following Florida corporation to a Florida limited liability company.

1. Paradise Sound & Light, Inc. (the "Corporation") has been converted to a Florida limited liability company ("LLC"), in compliance with chapter 607 Florida statutes and complies with all laws governing Florida limited liability companies.

2. The terms pursuant to which the Corporation shall convert to the LLC are as set forth in a Plan of Conversion, adopted by all shareholders and directors of the Corporation and by all members of the LLC, dated of even date herewith, and in compliance with Florida Statute 607.1112.

3. The effective date of the conversion shall be the date of filing this Certificate of Conversion with the Florida Secretary of State.

4. The mailing address and street address of the principal office of the LLC is 4653 35th Street, Orlando, Florida 32811.

5. The name of the Corporation immediately prior to the filing of this Certificate of Conversion is Paradise Sound & Light, Inc., incorporated under the laws of the State of Florida on September 29, 1989.

6. The name of the LLC, as set forth in the attached Articles of Organization is Paradise Sound & Light, LLC.

7. The LLC shall pay all shareholders having appraisal rights any amount to which they are entitled under Florida Statutes 607.1301-607.1333.

DATED this 14th day of May, 2008.

PARADISE SOUND & LIGHT, INC.

By: 

Lawrence M. Epstein, President

PARADISE SOUND & LIGHT, LLC

By: Lawrence M. Epstein Revocable Trust

Dated October 24, 2000

By: 

Lawrence M. Epstein, Trustee

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION FOR
PARADISE SOUND & LIGHT, LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I
NAME**

The name of the Limited Liability Company is PARADISE SOUND & LIGHT, LLC.

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is 4653 35th Street, Orlando, FL 32811.

**ARTICLE III
DURATION**

The period of duration for the Limited Liability Company shall be as described in the Operating Agreement governing the Limited Liability Company.

**ARTICLE IV
MANAGEMENT**

The Limited Liability Company is to be managed by its sole and managing member, and the name, and address of such managing member are:

Lawrence M. Epstein Revocable Trust,
dated October 24, 2000
4653 35th Street
Orlando, FL 32811

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial Registered Office of the Limited Liability Company is 4653 35th Street, Orlando, FL 32811, and the initial Registered Agent at such address is Lawrence M. Epstein.

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IN WITNESS WHEREOF, the undersigned managing member affirms that, under penalties of perjury, the facts stated herein are true, and the undersigned managing member has executed these Articles of Organization this 14th day of May, 2008.

Lawrence M. Epstein Revocable Trust, dated
October 24, 2000

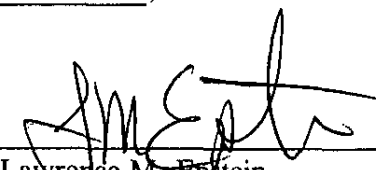
By:


Lawrence M. Epstein, Trustee

**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, having been named in Article V of the foregoing Articles of Organization as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 608.407, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the limited liability company.

DATED this 14th day of May, 2008.


Lawrence M. Epstein

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TALLAHASSEE, FLORIDA