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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. HAMPTON

JUL 15 2008

EXAMINER

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** S + S Ferneries, 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:

WALTER R SINUK  
(Contact Person)

S + S FERNERIES, LLC  
(Firm/Company)

4379 SAXON DRIVE  
(Address)

NEW SMYRNA BEACH, FL 32169  
(City, State and Zip Code)

For further information concerning this matter, please call:

WALTER R SINUK at ( 386 ) 428-9226  
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- |  |   |   |  |
|--|---|---|--|
| <input checked="" type="checkbox"/> \$150.00 Filing Fees<br>(\$25 for Conversion<br>& \$125 for Articles<br>of Organization) | <input type="checkbox"/> \$155.00 Filing Fees<br>and Certificate of<br>Status | <input type="checkbox"/> \$180.00 Filing Fees<br>and Certified Copy | <input type="checkbox"/> \$185.00 Filing Fees,<br>Certified Copy, and<br>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:

S + S FERNERIES, INC.  
(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)

on 07-09-2004.  
(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**:

S + S FERNERIES, 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 10 day of July 2008

**Signature of Member or Authorized Representative of Limited Liability Company:**

Signature of Member or Authorized Representative: Walter R. Sinuk  
Printed Name: WALTER R SINUK Title: MANAGER/MEMBER

**Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]**

Signature: Walter R. Sinuk  
Printed Name: WALTER R SINUK Title: PRESIDENT

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

**If Florida Corporation:**

Signature of Chairman, Vice Chairman, Director, or Officer.

If Directors or Officers have not been selected, an Incorporator must sign.

**If Florida General Partnership or Limited Liability Partnership:**

Signature of one General Partner.

**If Florida Limited Partnership or Limited Liability Limited Partnership:**

Signatures of ALL General Partners.

**All others:**

Signature of an authorized person.

**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)

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I - NAME**

The name of the limited liability company is S & S FERNERIES, LLC.

**ARTICLE II - ADDRESS**

The mailing address of the Company's principal place of business is 4379 Saxon Drive, New Smyrna Beach, Florida 32169. The street address of the Company's principal place of business is 4379 Saxon Drive, New Smyrna Beach, Florida 32169.

**ARTICLE III - REGISTERED AGENT,  
REGISTERED OFFICE, & REGISTERED AGENT'S SIGNATURE**

The name and the Florida street address of the registered agent are:

WALTER R. SINUK  
4379 Saxon Drive  
New Smyrna Beach, Florida 32169

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.

Walter R. Sinuk  
Registered Agent's Signature

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#### ARTICLE IV - DURATION

The period of duration for the Company is perpetual.

#### ARTICLE V - REGISTERED AGENT AND OFFICE

The name of the company's initial registered agent in Florida is WALTER R. SINUK. The address of the Company's registered office is 4379 Saxon Drive, New Smyrna Beach, Florida 32169.

#### ARTICLE VI - MANAGEMENT

The Company is to be managed by a manager. The initial manager will serve until the first annual meeting of the members. The initial manager is the following:

Name:

WALTER R. SINUK

Address:

4379 Saxon Drive  
New Smyrna Beach, FL 32169

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#### ARTICLE VII - INITIAL MEMBERS

The following persons are the initial members for the Company:

Name:

WALTER R. SINUK

Address:

4379 Saxon Drive  
New Smyrna Beach, FL 32169

#### ARTICLE VIII - ADMISSION OF NEW MEMBERS

Members of the Company have the right to admit new members. Additional members may be admitted by the written consent of existing members holding fifty-one percent (51%) of the stock of the Company, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

**ARTICLE IX - CONTINUATION**

The remaining members of the Company have the right to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company. The business of the Company may be continued by the written consent of fifty-one percent (51%) of the remaining members.

**ARTICLE X - ADDITIONAL PROVISIONS**

Except as otherwise provided in these Articles of Organization or the Regulations of this Company, the applicable provisions of Florida Statutes Chapter 608 shall apply. In the event there is any conflict between the provisions of Florida Statutes Chapter 608 and the provisions of these Articles and/or Regulations, these Articles or Regulations shall control. In the event there is any conflict between the provisions of these Articles and the Regulations of this Company, the Regulations shall control.

IN WITNESS WHEREOF, we have executed these Articles of Organization on this 10 day of July, 2008, at NEW Smyrna Beach, FL.

Walter R. Sinuk  
WALTER R. SINUK  
Authorized Member

STATE OF FLORIDA  
County of Volusia

SWORN TO AND SUBSCRIBED BEFORE ME, a notary public, 10 day of July, 2008 by WALTER R. SINUK, authorized member, who is personally known to me and who did not take an oath.

Katherine M. Taves  
Notary Public

My commission Expires: 5-29-10  
(Notary Seal)



**Katherine M. Taves**  
Commission # DD526771  
Expires May 29, 2010  
Bonded Troy Firm - Insurance, Inc. 800-385-7019

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