

W08000078310

(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:

789 6461 671

Office Use Only

W08-34946



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TALLAHASSEE, FLORIDA

M. THOMAS

AUG 15 2008

EXAMINER

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Naples Watch, 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:

Francyne Carrillo

(Contact Person)

Legalzoom.com, Inc.

(Firm/Company)

7083 Hollywood Blvd. Ste. 180

(Address)

Los Angeles, CA 90028

(City, State and Zip Code)

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For further information concerning this matter, please call:

Francyne Carrillo at ( 323 ) 962-8600

(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

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

July 16, 2008

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**RE: Filing Articles of Conversion  
Naples Watch, LLC  
Lz order 4101377**

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08 AUG 14 PM 4:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

Attached for filing please find the Articles of Conversion of the above-referenced corporation. Enclosed, please find a check for \$150.00 for the filing fee and certified copy. Please process this application as quickly as possible and send the filed copy to me at the address below:

Legalzoom.com, Inc.  
Attn: Francyne Carrillo  
7083 Hollywood Blvd., Suite 180  
Los Angeles, CA 90028

If you have any questions, please call me at (323) 962-8600 x207. Thank you for your help in this matter.

Sincerely,

Francyne Carrillo  
LegalZoom.com



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

July 24, 2008

LEGALZOOM.COM INC.  
7083 HOLLYWOOD BLVD. STE 180  
LOS ANGELES, CA 90028

SUBJECT: NAPLES WATCH, LLC  
Ref. Number: W08000034940

08 AUG 14 PM 4:14  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for NAPLES WATCH, LLC and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Sections 607.1113, 608.4403, 620.2104, and 620.8914, F.S., require the certificate of conversion to be signed by the converting entity as required by applicable law. If the converting entity is a corporation, the certificate of conversion must be signed by a chairman, vice chairman, officer, director, or an incorporator. If the converting entity is a limited liability company, the certificate of conversion must be signed by a member or an authorized representative of a member. If the converting entity is a general partnership or limited liability partnership, the certificate of conversion must be signed by a general partner. If the converting entity is a limited partnership or limited liability limited partnership, the certificate of conversion must be signed by all of the general partners. If the converting entity is another type of business entity, an authorized person must sign the certificate of conversion.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6097.

Marsha Thomas  
Regulatory Specialist II

Letter Number: 108A00042947

**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: Naples Watch, Inc. PO1-25745

(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 03/08/2001  
(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:

\_\_\_\_\_

4. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:

Naples Watch, LLC

(Enter Name of Florida Limited Liability Company)

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TALLAHASSEE, FLORIDA  
FILED

Signed this 11 day of August 2008.

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

Signature of Member or Authorized Representative: Marilyn S. Grote  
Printed Name: Marilyn S. Grote Title: Member

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

Signature: Marilyn S. Grote  
Printed Name: Marilyn S. Grote Title: President

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

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

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

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

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

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TALLAHASSEE, FLORIDA

**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)

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

**ARTICLE I - Name:**

The name of the Limited Liability Company is:

Naples Watch, LLC

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

**ARTICLE II - Address:**

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

**Principal Office Address:**

4606 Evergreen Lake Road  
Naples, FL 34112

**Mailing Address:**

4606 Evergreen Lake Road  
Naples, FL 34112

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TALLAHASSEE FLORIDA

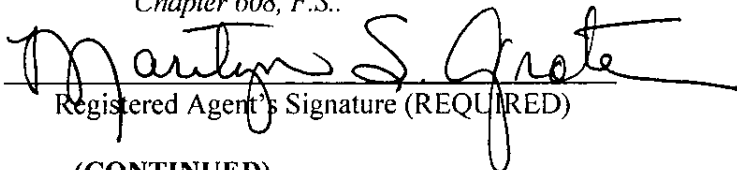
**ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:**

(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:

Marilyn S. Grote  
<sup>Name</sup>  
4606 Evergreen Lake Road  
Florida street address (P.O. Box NOT acceptable)  
Naples, FL FL 34112  
City, State, and Zip

*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)

**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:**

MGRM

Marilyn S. Grote  
4606 Evergreen Lake Road  
Naples, FL 34112

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(Use attachment if necessary)

**ARTICLE V:** Effective date, if other than the date of filing: \_\_\_\_\_

(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:**

*Marilyn S. Grote*

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.)

**Marilyn S. Grote, Member**

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)