

L08000114412

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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WAIT

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MAIL

(Business Entity Name)

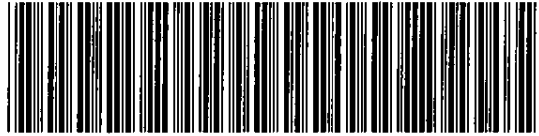
(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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11/21/08--01035--010 **160.00

T. HAMPTON
DEC 16 2008
EXAMINER

1208-53010

The
**Lindsay
Law Firm**
ESTATE PLANNING • BUSINESS LAW

5621 Strand Blvd., Suite 304
Naples, FL 34110
Telephone: (239) 593-7900
Facsimile: (239) 593-7909
Joe@TheLindsayLawFirm.com
www.TheLindsayLawFirm.com

November 14, 2008

VIA FEDEX

Department of State
Division of Corporations
Corporate Filings
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Neapolitan 50Plus, Inc. Conversion


Dear Filing Officer:

Please find enclosed for filing the following documents in connection with the conversion of Neapolitan 50Plus, Inc. into Neapolitan 50Plus, LLC:

Certificate of Conversion
Plan of Conversion
Articles of Organization

Also enclosed is a check, payable to Division of Corporations, in the amount of \$160, to cover the filing fees. Please contact me immediately at (239) 593-7900 if additional information is required. Thank you!

Sincerely yours,


Joseph L. Lindsay, Esq.

Enclosures (as stated)
cc: Andrea Breznay

The
**Lindsay
Law Firm**

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Naples, FL 34110
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www.TheLindsayLawFirm.com

December 12, 2008

VIA FEDEX

Department of State
Division of Corporations
Corporate Filings
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Neapolitan 50Plus, Inc. Conversion

Dear Filing Officer:

Please find enclosed for filing the following documents in connection with the conversion of Neapolitan 50Plus, Inc. into Neapolitan 50Plus, LLC:

Certificate of Conversion
Plan of Conversion
Articles of Organization

The enclosed is in satisfaction of the omissions from the prior filing, as per your enclosed letter. My understanding is that you retained the check, in the amount of \$160, we previously submitted for the filing fees.

Please contact me immediately at (239) 593-7900 if additional information is required.
Thank you!

Sincerely yours,


Joseph L. Lindsay, Esq.

Enclosures (as stated)
cc: Andrea Breznay



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

08 DEC 15 PM 1:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 24, 2008

JOSEPH L LINDSAY, ESQ
THE LINDSAY LAW FIRM
5621 STRAND BLVD - STE 304
NAPLES, FL 34110

SUBJECT: NEAPOLITAN 50PLUS, LLC
Ref. Number: W08000053010

We have received your document for NEAPOLITAN 50PLUS, LLC and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity's date of incorporation/organization must be listed in the document.

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.

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

We are enclosing the proper form(s) with instructions for your convenience.

Please return the corrected original and one copy of 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) 245-6855.

Tammy Hampton
Regulatory Specialist II

Letter Number: 008A00058245

Registration/Qualification Section

CERTIFICATE OF CONVERSION

NEAPOLITAN 50PLUS, INC. hereby submits this Certificate of Conversion pursuant to Chapters 607 and 608, *Florida Statutes*.

1. NEAPOLITAN 50PLUS, INC., a Florida for-profit corporation, has been and hereby is converted into Neapolitan 50Plus, LLC, a Florida limited liability company, in compliance with Chapters 607 and 608, *Florida Statutes*. Said conversion complies with the applicable laws governing Neapolitan 50Plus, LLC and NEAPOLITAN 50PLUS, INC.

2. The plan of conversion was approved by NEAPOLITAN 50PLUS, INC. in accordance with Chapter 607, *Florida Statutes*.

3. The effective date of the conversion is January 1, 2009.

4. The address of the principal office of Neapolitan 50Plus, LLC is P. O. Box 110656, Naples, FL 34109.

5. Neapolitan 50Plus, LLC has agreed to pay any shareholders of NEAPOLITAN 50PLUS, INC. having appraisal rights the amounts to which they are entitled under Chapter 607, *Florida Statutes*.

6. NEAPOLITAN 50PLUS, INC. was incorporated as a Florida for-profit corporation on July 22, 2002.

Signed this 29 day of October, 2008.

NEAPOLITAN 50PLUS, INC.

By: Andrea Breznay
Andrea Breznay
President and Sole Shareholder

Neapolitan 50Plus, LLC

By: Andrea Breznay
Andrea Breznay
Sole Member

PLAN OF CONVERSION

NEAPOLITAN 50PLUS, INC. hereby adopts this Plan of Conversion pursuant to Section 607.1112, *Florida Statutes*.

1. The converting domestic corporation is NEAPOLITAN 50PLUS, INC., a Florida for-profit corporation.
2. The other business entity to which NEAPOLITAN 50PLUS, INC. is to be converted is Neapolitan 50Plus, LLC, a Florida limited liability company.
3. The terms and conditions of the conversion are: The sole shareholder of NEAPOLITAN 50PLUS, INC. shall become the sole member of Neapolitan 50Plus, LLC. All securities held by such sole shareholder shall become and constitute all of the issued and outstanding equity interests of Neapolitan 50Plus, LLC.
4. Attached to this Plan of Conversion are the following documents:
 - A. Certificate of Conversion.
 - B. Articles of Organization of Neapolitan 50Plus, LLC.
5. The effective date of this conversion is January 1, 2009.

Signed this 29 day of October, 2008.

NEAPOLITAN 50PLUS, INC.

By: Andrea Breznay
Andrea Breznay
President and Sole Shareholder

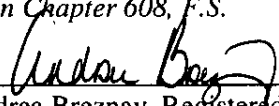
Neapolitan 50Plus, LLC

By: Andrea Breznay
Andrea Breznay
Sole Member

ARTICLES OF ORGANIZATION
OF
NEAPOLITAN 50PLUS, LLC

1. The name of the limited liability company is Neapolitan 50Plus, LLC.
2. The mailing address of the principal office of the limited liability company is 659 Nottingham Drive, Naples, FL 34109 and the street address is P. O. Box 110656, Naples, FL 34109.
3. The name and street address of the limited liability company's initial registered agent for service of process in Florida are Andrea Breznay, 659 Nottingham Drive, Naples, FL 34109.

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.



Andrea Breznay, Registered Agent

4. The name and address of the initial Manager of the limited liability company are Andrea Breznay, 659 Nottingham Drive, Naples, FL 34109.
5. The effective date of this filing is January 1, 2009.

Signed as of this 29 day of October, 2008.



Andrea Breznay, Authorized Representative