

LD9000033084

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

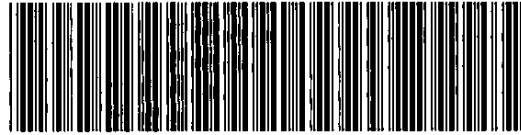
Special Instructions to Filing Officer:

L. SELLERS

NOV - 2 2010

EXAMINER

Office Use Only



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10 NOV - 1 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: EBM General Partner, LLC
Name of Florida Limited Liability Company

The enclosed Certificate of Conversion and fee(s) are submitted to convert a Florida Limited Liability Company" into an "Other Business Entity" in accordance with s.608.4403, F.S.

Please return all correspondence concerning this matter to:

Thomas O. Wells, Esq.

Contact Person

Thomas O. Wells, P.A.

Firm/Company

540 Biltmore Way

Address

Coral Gables, FL 33134

City, State and Zip Code

Mechelle@twellslaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Thomas O. Wells

Name of Contact Person

at (305) 444-0016

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$25.00 Filing Fee

☐ \$30.00 Filing Fee
and Certificate of
Status

☐ \$55.00 Filing Fee
and Certified Copy

☐ \$60.00 Filing Fee,
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

of

EBM General Partner, LLC, a Florida limited liability company,

into

EBM General Partner, LLC, a Delaware limited liability company

This Certificate of Conversion and the attached Certificate of Formation are submitted to convert EBM General Partner, LLC, a limited liability company organized under the laws of the State of Florida, into EBM General Partner, LLC, a limited liability company organized under the laws of the State of Delaware, in accordance with Section 608.4401, Florida Statutes, and Del. Code Ann. Tit. 6, § 18-214.

1. EBM General Partner, LLC, a Florida limited liability company organized, and immediately prior to the filing of this Certificate of Conversion, existing under the laws of the State of Florida, was formed on April 6, 2009, under Document Number L09000033084 (the "Converted Entity").
2. The name of the Converted Entity immediately prior to the filing of this Certificate of Conversion is EBM General Partner, LLC
3. The name of the Delaware limited liability company into which the Converted Entity will be converted is EBM General Partner, LLC, a Delaware limited liability company (the "Resulting Entity"). The Certificate of Formation for the Resulting Entity filed with the Delaware Secretary of State is attached.
4. The conversion of the Converted Entity into the Resulting Entity is in compliance with the Florida Limited Liability Company Act, Chapter 608.
5. The conversion of the Converted Entity into the Resulting Entity was approved by all of the members and managers of the Converted Entity in accordance with Section 608.4402, Florida Statutes.
6. The address of the principal office of Resulting Entity is 565 East Hillsboro Blvd., Deerfield Beach, Florida 33441. The Federal employer identification number for the Resulting Entity will be 26-4711440 which is the same Federal employer identification number of the Converted Entity.
7. This Certificate of Conversion shall be effective upon its filing with the Florida Secretary of State.
8. The Resulting Entity shall pay any member of the Converted Entity having appraisal rights in an amount as set forth in Sections 608.4351 through 608.4359 of the Florida Limited Liability Company Act.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion
as of the 23 day of September 2010.

Betty M. Masi
Betty M. Masi, as President and Manager of EBM
General Partner, LLC, a Florida limited liability
company, and as President and Manager of EBM
General Partner, LLC, a Delaware limited liability
company

CERTIFICATE OF FORMATION
of
EBM General Partner, LLC
(a Delaware limited liability company)

1. The name of the limited liability company is EBM General Partner, LLC.
2. The address of its registered office in Delaware is 3500 S. Dupont Hwy., Dover, DE 19901 (Kent). The name of the registered agent of the company at such address is Incorporating Services, Ltd.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of EBM General Partner, LLC on this 23rd day of September, 2010.

By: Edward V. Masi
Print Name: EDWARD V. MASI
Title: Authorized Person