

L09 000050691

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

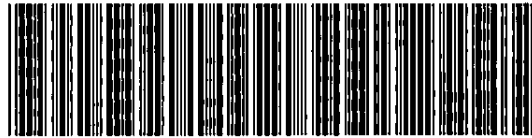
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



100156275721

05/22/09--01039--027 \*\*150.00

FILED  
2009 MAY 22 PM 1:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. CLINE

MAY 24 2009

EXAMINER

**GASSMAN, BATES & ASSOCIATES, P.A.**  
**ATTORNEYS AT LAW**

ALAN S. GASSMAN \*\*  
LONDON L. BATES \*\*†  
KENNETH J. CROTTY \*\*\*

1245 COURT STREET  
SUITE 102  
CLEARWATER, FL 33756  
PHONE: (727) 442-1200  
FAX: (727) 443-5829  
GassmanBatesLawGroup.com

- \* LL. M. IN TAXATION
- + BOARD CERTIFIED LAWYER IN  
WILLS, TRUSTS AND ESTATES
- \*\* CERTIFIED PUBLIC ACCOUNTANT
- \*\*\* LL. M. IN ESTATE PLANNING
- † CERTIFIED CIRCUIT COURT MEDIATOR

May 19, 2009

Florida Department of State / Division of Corporations  
Registration Section  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**Re: PIAZZA ENTIRETIES, L.L.P.**

Dear Sirs/Madams:


Attached for filing please find a Certificate of Conversion and Articles of Organization whereby PIAZZA ENTIRETIES, L.L.P., a Florida limited liability partnership, will convert into PIAZZA ENTIRETIES, L.L.C., a Florida limited liability company.

Also attached please find a check in the amount of \$150.00 for filing fees.

Please provide our office with confirmation of filing.

If you have any questions on the attached, please contact Tina Arvin of my office at 727-442-1200 x. 241.

Best personal regards,

  
Alan S. Gassman

ASG:\*tja

Enclosures

cc: Michael and Kristina Piazza (w/ encl.)  
Robert Hamrich, CPA (w/ encl.)

J:\PIAZZA\Piazza Entireties, L.L.C. (converted from L.L.P.)\Sec. of State.1a.wpd  
773-4

FILED  
2009 MAY 22 PM 1:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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:  
PIAZZA ENTIRETIES, L.L.P. 6808-3814

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Limited Liability Partnership.  
(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 April 18, 2008

(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:

PIAZZA ENTIRETIES, L.L.C.

(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.)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2009 MAY 22 PM 1:45

FILED

Signed this 14<sup>th</sup> day of May 2009.

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

Signature of Member or Authorized Representative: [Signature]  
Printed Name: Michael Piazza Title: Manager

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

Signature: [Signature]  
Printed Name: Michael Piazza Title: Partner

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)

FILED  
2009 MAY 22 PM 1:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**ARTICLE I - Name:**

The name of the Limited Liability Company is: **PIAZZA ENTIRETIES, L.L.C.**

**ARTICLE II - Address:**

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

224 Harbor View Lane  
Largo, FL 33770

**ARTICLE III - Written Operating Agreement**

Any operating agreement entered into by the Members of the Limited Liability Company, and any amendments or restatements thereof, shall be in writing, and shall govern all matters relating to the governance of the affairs of the Limited Liability Company, the conduct of its business and the relations of its Members, including without limitation, the amendment of these Articles. No oral agreement among any of the Members or Managers of the Limited Liability Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, any written operating agreement of the Limited Liability Company, as amended and in existence from time to time.

**ARTICLE IV - Registered Agent, Registered Office, & Registered Agent's Signature**

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

**Alan S. Gassman**

Name

**1245 Court Street, Suite 102**

Florida street address (P.O. Box NOT acceptable)

**Clearwater, FL 33756**

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

FILED  
2009 MAY 22 PM 1:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Audit Fax No: \_\_\_\_\_

(An additional article must be added if an effective date is requested)

**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.)



ALAN S. GASSMAN

J:\P\PIAZZA\Piazza Entireties, L.L.C. (converted from LLP)\Articles of Organization.1.wpd  
jas 5-1-09

2009 MAY 22 PM 1:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED