

LD90000 64913

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

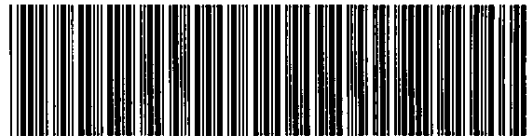
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10 SEP -8 AM 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W. Culligan SEP - 9 2010

J JOSHUA T. KELESKE, P.A.
Trusted Counsel of Tampa Bay

September 2, 2010

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: ClicRweight, LLC
Document No. L09000064913

Dear Sir or Madam:

Enclosed please find a Certificate of Conversion of ClicRweight, LLC, Plan of Conversion and Certificate of Formation of Limited Liability Company in Texas. Also enclosed is our firm's check in the amount of \$30.00 to cover the cost of the filing fee and Certificate of Status. Please process the Certificate of Conversion and acknowledge when complete.

If you have any questions, please contact me.

Very truly yours,



Joshua T. Keleske

JTK/kgb
Enclosures

cc: Mr. Joey Spicola, Sr. (via e-mail w/o enclosures)

CERTIFICATE OF CONVERSION
FOR
CLICRWEIGHT, LLC

FILED

10 SEP -8 AM 11:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Managing Member of CLICRWEIGHT, LLC, currently a Florida limited liability company, hereby executes this Certificate of Conversion to a Texas limited liability company in accordance with Section 608.4403, Florida Statutes, and does hereby certify:

1. The name of the Florida Limited Liability Company converting into the "Other Business Entity" is CLICRWEIGHT, LLC.
2. The name of the "Other Business Entity" is CLICRWEIGHT, LLC.
3. The above referenced Florida Limited Liability Company has converted into an "Other Business Entity" in compliance with Chapter 608, Florida Statutes, and the conversion complies with Texas law governing the "Other Business Entity."
4. The Plan of Conversion was approved by the converting Florida Limited Liability Company in accordance with Chapter 608, Florida Statutes.
5. This conversion shall be effective for all purposes upon the date of filing with the Texas Secretary of State.
6. The principal office and mailing address of the "Other Business Entity" under the laws of Texas is 8310 N. Capital of Texas Highway, Suite 490, Austin, Texas 78731.
7. The "Other Business Entity" appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida Limited Liability Company, including any appraisal rights of its members under Sections 608.4351-608.43595, Florida Statutes. The Florida Secretary of State shall be notified of any change in the "Other Business Entity's" mailing address.
8. The "Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under Sections 608.4351-608.43595, Florida Statutes.

The undersigned is authorized to execute this Certificate of Conversion on behalf of the limited liability company.

DATED this 20th day of August, 2010.

SPICOLA TOOL, LLC,
a Florida limited liability company

By: 

JOSEPH A. SPICOLA, SR.,
Managing Member

PLAN OF CONVERSION
FOR
CLICRWEIGHT, LLC

FILED

10 SEP -8 AM 11:44

SECRETARY OF STATE

TALLAHASSEE, FLORIDA

The undersigned, being the majority of the Managing Members of CLICRWEIGHT, LLC, a Florida limited liability company, does hereby consent to the adoption of the following Plan of Conversion pursuant to the applicable provisions of the Florida Statutes:

1. CLICRWEIGHT, LLC, a Florida limited liability company ("Florida LLC"), is to be converted into a limited liability company organized under the laws of the State of Texas, to be known as CLICRWEIGHT, LLC ("Texas LLC").

2. This Plan of Conversion will not affect the manner and basis of converting the limited liability interests or other securities, or any rights to acquire limited liability company interests or other securities, of the Florida LLC into the partnership interests, shares, obligations, securities, or other interests in the Texas LLC, or any rights to acquire any partnership interests, shares, obligations, securities, or other interests, or, in whole or in part, into cash or other consideration.

3. As required to be set forth in this Plan of Conversion by the laws of the State of Texas:

a. Pursuant to Section 10.103(3) of the Texas Business Organizations Code, the Texas LLC is continuing its existence in the organizational form of the Florida LLC;

b. Pursuant to Sections 10.1025 and 10.109 of the Texas Business Organizations Code, the Texas LLC is electing to continue its existence in its current organizational form and jurisdiction of formation after the conversion takes effect.

4. The Certificate of Formation by which the Texas LLC has been organized under the laws of the State of Texas is attached to this Plan of Conversion as Exhibit 1.

The majority of the Managing Members of the Florida LLC confirm and ratify the foregoing Plan of Conversion and such Managing Member is hereby authorized and empowered to take any and all such other action as may be necessary to otherwise effectuate the purposes of this Plan of Conversion.

DATED this 20th day of August, 2010.

SPICOLA TOOL, LLC,
a Florida limited liability company


By: 
JOSEPH A. SPICOLA, SR.
Managing Member

EXHIBIT 1

**Form 205
(Revised 12/09)**

Submit in duplicate to:
 Secretary of State
 P.O. Box 13697
 Austin, TX 78711-3697
 512 463-5555
 FAX: 512 463-5709
Filing Fee: \$300



This space reserved for office use.

**Certificate of Formation
 Limited Liability Company**

Article 1 – Entity Name and Type

The filing entity being formed is a limited liability company. The name of the entity is:

ClicRweight, LLC

The name must contain the words "limited liability company," "limited company," or an abbreviation of one of these phrases.

Article 2 – Registered Agent and Registered Office

(See instructions. Select and complete either A or B and complete C.)

☐ A. The initial registered agent is an organization (cannot be entity named above) by the name of:

OR

☒ B. The initial registered agent is an individual resident of the state whose name is set forth below:

David	L.	LeBas	
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>

C. The business address of the registered agent and the registered office address is:

8310 N. Capital of Texas Highway, Suite 490	Austin	TX	78731
<i>Street Address</i>	<i>City</i>	<i>State</i>	<i>Zip Code</i>

Article 3—Governing Authority

(Select and complete either A or B and provide the name and address of each governing person.)

☒ A. The limited liability company will have managers. The name and address of each initial manager are set forth below.

☐ B. The limited liability company will not have managers. The company will be governed by its members, and the name and address of each initial member are set forth below.

NAME AND ADDRESS OF GOVERNING PERSON (Enter the name of either an individual or an organization, but not both.)

IF INDIVIDUAL

<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>
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OR

IF ORGANIZATION

Spicola Tool, LLC

Organization Name

11708 Casey Road	Tampa	FL	USA	33618
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Country</i>	<i>Zip Code</i>

NAME AND ADDRESS OF GOVERNING PERSON (Enter the name of either an individual or an organization, but not both.)				
IF INDIVIDUAL				
OR	First Name	M.I.	Last Name	Suffix
	IF ORGANIZATION			
	Organization Name			
Street or Mailing Address		City	State	Country Zip Code

NAME AND ADDRESS OF GOVERNING PERSON (Enter the name of either an individual or an organization, but not both.)				
IF INDIVIDUAL				
OR	First Name	M.I.	Last Name	Suffix
	IF ORGANIZATION			
	Organization Name			
Street or Mailing Address		City	State	Country Zip Code

Article 4 – Purpose

The purpose for which the company is formed is for the transaction of any and all lawful purposes for which a limited liability company may be organized under the Texas Business Organizations Code.

Supplemental Provisions/Information

Text Area: [The attached addendum, if any, is incorporated herein by reference.]

Entity is formed under a plan of conversion.

ClicRweight, LLC
11708 Casey Road
Tampa, Florida 33618

Date of Formation: July 6, 2009

Entity Type: limited liability company

Jurisdiction of Formation: State of Florida

The surviving entity is responsible for franchise taxes.

Organizer

The name and address of the organizer:

Joseph A. Spicola, Sr.

Name

11708 Casey Road

Tampa

FL 33618

Street or Mailing Address

City

State Zip Code

Effectiveness of Filing (Select either A, B, or C.)

A. ☒ This document becomes effective when the document is filed by the secretary of state.

B. ☐ This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: _____

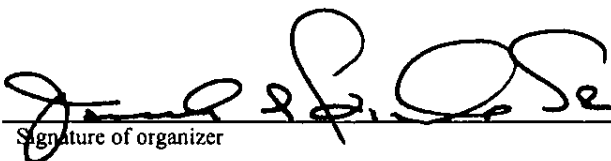
C. ☐ This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

Execution

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized to execute the filing instrument.

Date: 08/20/2010



Signature of organizer

Joseph A. Spicola, Sr.

Printed or typed name of organizer