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DIVISION OF CORPORATIONS
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B. KOHR

AUG 12 2009

EXAMINER

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: KATIE WONSCH
DATE: 08/11/09
REF. #: 000153.108850
CORP. NAME: CHEZ LOUIS, INC.

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- | | | |
|---|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input checked="" type="checkbox"/> CERTIFICATE OF CONVERSION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 531344 FOR \$ 180.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ **COST LIMIT: \$** _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

**CERTIFICATE OF CONVERSION
FOR
CHEZ LOUIS, INC.,
A FLORIDA CORPORATION
INTO
MECAFRESH PALM HARBOR, LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

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P00000060031

This Certificate of Conversion and attached Articles of Organization are submitted to convert CHEZ LOUIS, INC., a Florida corporation into MECAFRESH PALM HARBOR, LLC, a Florida limited liability company in accordance with Section 608.439, Florida Statutes.

1. The name of the other business entity immediately prior to the filing of this Certificate of Conversion is CHEZ LOUIS, INC.
2. CHEZ LOUIS, INC. is a Florida corporation first organized, formed and incorporated under the laws of the State of Florida on June 21, 2000.
3. The name of the Florida limited liability company as set forth in the attached Articles of Organization is MECAFRESH PALM HARBOR, LLC.
4. The effective date of this conversion is as of the date of filing.

Signed this 10th day of August, 2009.

**SIGNATURE OF MEMBER OR AUTHORIZED REPRESENTATIVE OF
MECAFRESH PALM HARBOR, LLC, A FLORIDA LIMITED LIABILITY
COMPANY:**

By: 

Printed Name: Joe Timberlake

Title: President Mecafresh Corporation

**SIGNATURE ON BEHALF OF CHEZ LOUIS, INC., A FLORIDA LIMITED
LIABILITY COMPANY:**

By: 

Printed Name: Robert Sten

Title: an

**ARTICLES OF ORGANIZATION
OF
MECAFRESH PALM HARBOR, LLC**

The undersigned, acting as the authorized representative of a limited liability company under the Florida Limited Liability Company Act, adopts the following Articles of Organization for such limited liability company (the "Company"):

ARTICLE I

Name

The name of the Company is **MECAFRESH PALM HARBOR, LLC**.

ARTICLE II

Principal Office and Mailing Address

The principal office and mailing address of the Company is 3235 Tampa Road, Suite 10B, Palm Harbor, Florida 34684.

ARTICLE III

Initial Registered Agent and Office

The street address of the initial registered office of the Company is: 201 N. Franklin Street, Suite 2200, Tampa, Florida 33602, and the name of its initial registered agent at that address is: Michael J. Nolan.

ARTICLE IV

Members

The names and addresses of the Members of the Company are:

<u>NAME</u>	<u>ADDRESS</u>
Joseph Timberlake	3235 Tampa Road, Suite 10B, Palm Harbor, Florida 34684
Robert P. Stea	3235 Tampa Road, Suite 10B, Palm Harbor, Florida 34684
Louis M. Venne	3235 Tampa Road, Suite 10B, Palm Harbor, Florida 34684

ARTICLE VI

Management

The Company shall be a member-managed company.

Dated effective as of this 10th day of August, 2009.

By: _____

Michael J. Nolan, Authorized Representative

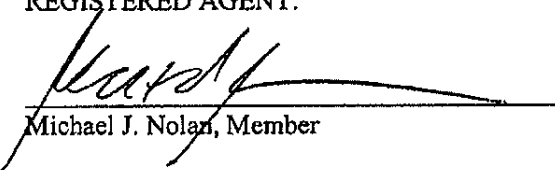
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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated this 10th day of August, 2009.

REGISTERED AGENT:



Michael J. Nolan, Member