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| Certified Copies Certificates of Status |
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| Special Instructions to Filing Officer: |
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Office Use Only



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SEP 3 2009 EXAMINER

COVER LETTER

TO: Registration Section **Division of Corporations** SUBJECT: BLACKBELT ACADEMIES LLC ₽. (Name of Resulting Florida Limited Company) The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 608.439, F.S. Please return all correspondence concerning this matter to: **DEBBIE CREGO** (Contact Person) DEBBIES ACCOUNTING SERVICE INC (Firm/Company) 3575 SOUTHSIDE BLVD (Address) JACKSONVILLE, FL 32216 (City, State and Zip Code) For further information concerning this matter, please call: **DEBBIE CREGO**) 733-4547 (Area Code and Daytime Telephone Number) (Name of Contact Person) Enclosed is a check for the following amount: **✓** \$150.00 Filing Fees \$155.00 Filing Fees \$180.00 Filing Fees **□**\$185.00 Filing Fees, and Certificate of Certified Copy, and (\$25 for Conversion and Certified Copy & \$125 for Articles Status Certificate of Status of Organization) STREET ADDRESS: MAILING ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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Registration Section Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

FILED

Certificate of Conversion

For

"Other Business Entity"

Into

Florida Limited Liability Company

2009 SEP -2 PM 1: 15

SECRETARY OF STATE TALLAHASSEE, FLORIDA

This Certificate of Conversion <u>and attached Articles of Organization</u> are submitted to convert the following "Other Business Entity" into a Florida Limited Liability Company in accordance with s.608.439, Florida Statutes.

| The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is: BLACKBELT ACADEMIES INC | |
|---|----------|
| (Enter Name of Other Business Entity) | |
| 2. The "Other Business Entity" is a <u>CORPORATION</u> (Enter entity type. Example: corporation, limited partnership, general partnership, common law or business trust, etc.) FOLDO | 0001ldel |
| first organized, formed or incorporated under the laws of FLORIDA Nevada (Enter state, or if a non-U.S. entity, the name of the country) | |
| on 04/01/1996 (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: | |
| BLACKBELT ACADEMIES LLC | |
| (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 | |

| Signed this 27TH day of AUGUST | 20 <u></u> |
|---|--|
| Signature of Member or Authorized Representa | ntive of Limited Liability Company: |
| Signature of Member or Authorized Representative Printed Name: CLARK, WILLIAM G.I. | e: MM Title: PRESIDENT |
| Signature(s) on behalf of Other Business Entity: | [See below for required signature(s).] |
| Signature: //// 2/// | |
| Printed Name: CLARK, WILLIAM G II | Title: DIRECTOR |
| Signature:Printed Name: | Title: |
| | |
| Signature:Printed Name: | Title: |
| Signature: | |
| Signature:Printed Name: | Title: |
| Signature: | |
| Printed Name: | Title: |
| Signature: | and a |
| Printed Name: | 1 itle: |
| If Florida Corporation: Signature of Chairman, Vice Chairman, Director, or If Directors or Officers have not been selected, an Inc. | |
| If Florida General Partnership or Limited Liabili Signature of one General Partner. | ty Partnership: TALLAH AST Ty Limited Partnership: |
| If Florida Limited Partnership or Limited Liability Signatures of ALL General Partners. | 000 |
| All others: Signature of an authorized person. | PH 1:15 EE, FLORID |
| Fees: | DE S |
| Certificate of Conversion: Fees for Florida Articles of Organization: Certified Copy: Certificate of Status: | \$25.00 \$125.00 \$30.00 (Optional) \$5.00 (Optional) |

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

| ARTICLE I - Na The name of the L | me: .imited Liability Company i | s: | |
|--|---|--|--|
| | T ACADEMIES LLC Is "Limited Liability Company," the | abbreviation "L.L.C.," or the desig | gnation |
| ARTICLE II - Ac The mailing addre Liability Company | ss and street address of the | principal office of the Lin | nited |
| Principal Office A | Address: | Mailing Address: | |
| 1400 MILLCOE RO JACKSONVILLE, FI | _ | 1400 MILLCOE ROAD JACKSONVILLE, FL 32 | 2225 |
| Signature: (The Limited Liability Cindividual or another business entity with an The name and the Having been name above stated limit hereby acception capacity. I furth the proper and continuous continuous continuous continuous capacity. | med as registered agent and ted liability company at the past the appointment as register or agree to comply with the past to a past to | e registered agent are: The registered agent acceptable The registered agent and agree to act is provisions of all statutes registered agent as provided | FILED SECRETARY OF STATE SECRETARY OF STATE OF THE PROPERTY OF STATE SECRETARY OF STATE SECRETARY OF STATE OF THE PROPERTY OF STATE OF THE PROPER |

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| <u>Title:</u> "MGR" = Manager "MGRM" = Managing Member | anaging Member(s): hager or Managing Member is as follows: Name and Address: SECRETARY OF TALLAHASSEE. |
|---|--|
| MGRM | CLARK, WILLIAM G II |
| *** | 1400 MILLCOE ROAD |
| | JACKSONVILLE, FL 32225 |
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| LE V: Effective date, if other than t | (Use attachment if necessary) the date of filing: (OPTIONAL) |
| fective date: 1) cannot be prior to ent is filed by the Florida Departmetive date listed in the attached listed therein.) REQUIRED SIGNATURE: | , |
| fective date: 1) cannot be prior to ent is filed by the Florida Departmentive date listed in the attached listed therein.) REQUIRED SIGNATURE: Signature of a member or an | (OPTIONAL) o nor more than 90 days after the date this ment of State; AND 2) must be the same as Certificate of Conversion, if an effective |
| fective date: 1) cannot be prior to the state of the Florida Departmentive date listed in the attached isted therein.) REQUIRED SIGNATURE: Signature of a member or an analysis of this document constitutes an | o nor more than 90 days after the date this ment of State; AND 2) must be the same as Certificate of Conversion, if an effective authorized representative of a member. 08.408(3), Florida Statutes, the execution affirmation under the penalties of perjury |

of Registered Agent
\$ 30.00 Certified Copy (Optional)
\$ 5.00 Certificate of Status (Optional)
Page 2 of 2