

L 090000110964

(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:

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NOV 18 2009

EXAMINER



600162614676

11/16/09--01002--004 **150.00

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
09 NOV 13 PM 2:59

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 NOV 18 PM 2:56

EFFECTIVE DATE 11/1/2010

SPIEGEL & UTRERA, P.A.

(Requestor's Name)

1840 SOUTHWEST 22ND STREET, 4TH FLOOR

MIAMI, FL 33145 - (305) 854-6000

EFFECTIVE DATE 11/1/2010

OFFICE USE ONLY

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DIVISION OF CORPORATIONS
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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. ~~FEDELITY AUTO SHIPPING CORP~~ *Personalized Learning*
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☐ Walk-In ☐ Pick up time _____ ☐ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

OTHER FILINGS

<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

AMENDMENTS

<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

**REGISTRATION/
QUALIFICATION**

<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 16, 2009

SPIEGEL & UTRERA

TALLAHASSEE, FL

SUBJECT: PERSONALIZED LEARNING LLC
Ref. Number: W09000050417

EFFECTIVE DATE 1/1/2010

RECEIVED
09 NOV 18 PM 12:10
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
FILED STATE
SECRETARY OF CORPORATIONS
09 NOV 18 PM 2:56

We have received your document for PERSONALIZED LEARNING LLC and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$150.00 payment.

Article 3 of the Articles of Organization states that the effective date will be January 1, 2009.

If you have a future effective date in the Articles, that same future effective date must be listed on the Certificate of Conversion.

Item 5 on the Certificate of Conversion states that the effective date will be the "date of filing".

Please correct so that both documents state the same effective date.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr
Regulatory Specialist II

Letter Number: 109A00035623

EFFECTIVE DATE 1/1/2010

**CERTIFICATE OF CONVERSION
FOR
"OTHER BUSINESS ENTITY"
INTO
FLORIDA LIMITED LIABILITY COMPANY**

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 NOV 18 PM 2:56

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

POS0000687783

1. The "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is: **PERSONALIZED LEARNING INC.**
2. The "Other Business Entity" is a corporation first incorporated under the laws of the State of Florida on September 24, 2008.
3. The jurisdiction of the "Other Business Entity" was never changed.
4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is **PERSONALIZED LEARNING LLC**
5. The effective date of the Certificate of Conversion and attached Articles of Organization will be January 1, 2010.

Signed this 9th day of November, 2009

Signature of Member or Authorized Representative of Limited Liability Company

Anna Marie Ippolito
Anna Marie Ippolito, Member

Signature(s) on behalf of Other Business Entity

Anna Marie Ippolito
Anna Marie Ippolito, President

EFFECTIVE DATE 1/1/2010
ARTICLES OF ORGANIZATION

OF

PERSONALIZED LEARNING LLC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 NOV 18 PM 2:56

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE 1 - NAME

The name of the limited liability company shall be **PERSONALIZED LEARNING LLC**, ("Company").

ARTICLE 2 - ADDRESS

The principal place of business of the Company in Florida shall be 3511 West Tacon Street, Tampa, Florida 33629, and the mailing address shall be the same.

ARTICLE 3 - EFFECTIVE DATE

These Articles of Organization shall be effective on January 1, 2010.

ARTICLE 4 - DURATION

Subject to the provisions of Article 8, the Company's existence shall terminate no later than 99 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE 5 - PURPOSES AND POWERS

The general purpose for which the Company is organized is marketing and sales of various consumer goods, and the transaction of any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.



SPIEGEL & UTRERA, P.A.

L A W Y E R S

www.amerilawyer.com

1840 CORAL WAY, 4TH FLOOR, MIAMI, FL 33145 - (305) 854-6000 - (800) 603-3900 - FACSIMILE (305) 860-2076
MAILING ADDRESS - POST OFFICE BOX 450605, MIAMI, FL 33245-0605

ARTICLE 6 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Company is Spiegel & Utrera, P.A., at 1840 Southwest 22nd Street, 4th Floor, Miami, Florida 33145. The name and address of the registered agent of this Company is Spiegel & Utrera, P.A., 1840 Southwest 22nd Street, 4th Floor, Miami, Florida 33145.

ARTICLE 7 - ADMISSION OF NEW MEMBERS

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the member(s) of the Company and upon such terms and conditions as shall be determined by all the member(s). A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE 8 - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there is at least one remaining member.

ARTICLE 9 - MANAGEMENT

The Company shall be managed by a manager or manager(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names of all such manager(s) who is/are to serve as manager(s) is/are:

Operating Manager: Anna Marie Ippolito

Secretary: Anna Marie Ippolito

whose mailing addresses shall be the same as the principal office of the Company.



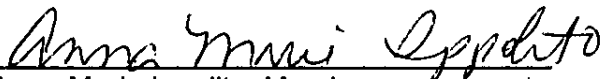
SPIEGEL & UTRERA, P.A.

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IN WITNESS WHEREOF, The undersigned, an authorized representative of the member(s), has made and subscribed these Articles of Organization at Coral Gables, Florida, for the foregoing uses and purposes, this 9th day of November, 2009.


Anna Marie Ippolito, Member

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF ORGANIZATION**

Spiegel & Utrera, P.A., having a business office identical with the registered office of the Company name above, and having been designated as the Registered Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent under Section 608.4155, Florida Statutes and other applicable Florida Statutes.

Spiegel & Utrera, P.A.

By: 
Natalia Utrera, Vice President



SPIEGEL & UTRERA, P.A.

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