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EXAMINER



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DIVISION OF CORPORATION
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BUSH | ROSS
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Paralegal
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(813) 204-6440 [Direct Line]

December 28, 2009

VIA FEDERAL EXPRESS

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

Re: **KATHY PERRY, INC.**
Corporate Conversion into LLC: **KATHY PERRY, LLC**
Our File No.: 12116.0

Dear Sir or Madam:

On behalf of our client, **Kathy Perry, Inc.** (Florida Document # **P08000103655**) enclosed please find an original Certificate of Conversion for "Other Business Entity" into a Florida Limited Liability Company "**Kathy Perry, LLC**" to be filed as soon as possible, along with our firm check No. 6251 made payable to the Florida Department of State in the amount of \$155.00 covering the following charges:

1.	Certificate of Conversion	\$25.00
2.	Articles of Organization	125.00
3.	Certificate of Status	<u>5.00</u>

Total: **\$155.00**

If you have any questions, please feel free to give me a call. Thank you for your assistance in this matter.

Sincerely,


Brenda K. Holland
Paralegal

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:

KATHY PERRY, INC.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a CORPORATION

(Enter entity type. Example: corporation, limited partnership, 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 NOVEMBER 21, 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**:

KATHY PERRY, LLC

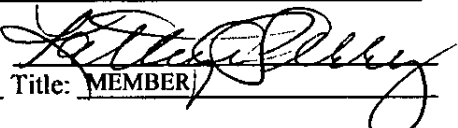
(Enter Name of Florida Limited Liability Company)

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 listed therein.)

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SECRETARY OF STATE
DIVISION OF CORPORATION
09 DEC 29 AM 11:54

Signed this 15th day of DECEMBER 20⁰⁹.

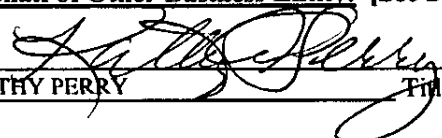
Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: 

Printed Name: KATHY PERRY

Title: MEMBER

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

Signature: 

Printed Name: KATHY PERRY

Title: PRESIDENT

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)

**ARTICLES OF ORGANIZATION
OF
KATHY PERRY, LLC**

The undersigned, acting as an authorized representative of the initial members of the above captioned Limited Liability Company, under the provisions of the Florida Limited Liability Company Act, Chapter 608, *Florida Statutes*, adopts the following Articles of Organization:

**ARTICLE I
NAME & ADDRESS**

The name of this limited liability company is KATHY PERRY, LLC (the "Company") and its principal office and mailing address is 16616 Valley Drive, Tampa, Florida 33618.

**ARTICLE II
EFFECTIVE DATE**

The Company shall commence its existence upon the filing of these Articles of Organization with the Florida Secretary of State.

**ARTICLE III
PURPOSE OF ORGANIZATION**

The Company is organized to enable its members to transact any lawful business for which a limited liability company may be organized under Florida law.

ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company shall be 1801 N. Highland Avenue, Tampa, Florida 33602, and the initial registered agent of the Company at such address is BUSH ROSS REGISTERED AGENT SERVICES, LLC.

ARTICLE V
OPERATING AGREEMENT

The power to adopt, alter, amend or repeal an Operating Agreement governing the operation of the Company shall be vested in its members.

ARTICLE VI
INITIAL MANAGER OF THE COMPANY

The name and address of the person who shall serve as the initial Manager of the Company shall be Kathy Perry, with a mailing address of 16616 Valley Dr., Tampa, Florida 33618.

ARTICLE VI
INDEMNIFICATION

If the criteria set forth in §608.4363, *Florida Statutes*, or any successor statute, and the Company's Operating Agreement have been met, then the Company shall indemnify any manager or member, or former manager or member, his or its personal representatives, devisees or heirs, in the manner and to the extent contemplated by §608.4363, *Florida Statutes*.


IN WITNESS WHEREOF, the undersigned authorized representative of the initial members has executed these Articles of Organization this 15th day of December, 2009.



Mark A. Basurto, Authorized Representative

**CERTIFICATE DESIGNATING
REGISTERED AGENT**

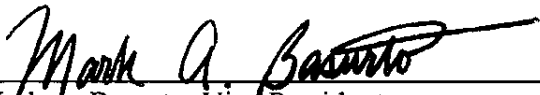
Pursuant to the provisions of §§48.091 and 608.415, *Florida Statutes*, KATHY PERRY, LLC, desiring to organize as a limited liability company under the laws of the State of Florida, by action of its members, hereby designates BUSH ROSS REGISTERED AGENT SERVICES, LLC, as its Registered Agent for the purpose of accepting service of process within such State and designates 1801 N. Highland Avenue, Tampa, Florida 33602, the business of its Registered Agent, as its Registered Office.


Mark A. Basurto, Authorized Representative

ACKNOWLEDGMENT

BUSH ROSS REGISTERED AGENT SERVICES, LLC hereby accepts the appointment as Registered Agent of the above named Company and agrees to act as such in accordance with the provisions of §§48.091 and 608.415, *Florida Statutes*.

BUSH ROSS REGISTERED AGENT
SERVICES, LLC

By: 
Mark A. Basurto, Vice President