

L 10000003363

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

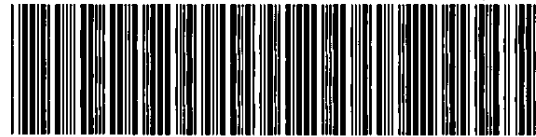
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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08/30/12--01002--023 **25.00

RECEIVED
AUG 30 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
12 AUG 30 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. SALY
EXAMINER

AUG 31 2012



Wolters Kluwer
Corporate Legal Services

CT Corporation

515 East Park Avenue
Tallahassee, FL

850 222 1092 tel
850 222 7615 fax
www.ctcorporation.com

August 30, 2012

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 8548810 SO
Customer Reference 1: 11746-2
Customer Reference 2: 11746-2

Dear Department of State, Florida:

Please obtain the following:

WorldBrain, LLC (FL)
Conversion
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Kenny Metayer
Fulfillment Specialist - Contractor
kenny.metayer@wolterskluwer.com

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: WorldBrain LLC

Name of Florida Limited Liability Company

The enclosed Certificate of Conversion and fee(s) are submitted to convert a Florida Limited Liability Company" into an "Other Business Entity" in accordance with s.608.4403, F.S.

Please return all correspondence concerning this matter to:

Theodore B. Howell, Esq.

Contact Person

Partridge Snow & Hahn LLP

Firm/Company

180 South Main Street

Address

Providence, RI 02903

City, State and Zip Code

tbh@psh.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Ryan Sawyer, Esq.

Name of Contact Person

at (401) 861-8200

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$25.00 Filing Fee

☐ \$30.00 Filing Fee
and Certificate of
Status

☐ \$55.00 Filing Fee
and Certified Copy

☐ \$60.00 Filing Fee,
Certified Copy, and
Certificate of Status

STREET ADDRESS:

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

MAILING ADDRESS:

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

Certificate of Conversion
For
Florida Limited Liability Company
Into
"Other Business Entity"

FILED
12 AUG 30 AM 11:00
CLERK OF THE COURT
STATE OF FLORIDA

This Certificate of Conversion is submitted to convert the following **Florida Limited Liability Company** into an **"Other Business Entity"** in accordance with s. 608.4403, Florida Statutes.

1. The name of the Florida Limited Liability Company converting into the "Other Business Entity" is:

WorldBrain, LLC

Enter Name of Florida Limited Liability Company

2. The name of the "Other Business Entity" is:

WorldBrain, Inc.

Enter Name of "Other Business Entity"

3. The "Other Business Entity" is a corporation

(Enter entity type. Example: corporation, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

organized, formed or incorporated under the laws of Delaware

(Enter state, or if a non-U.S. entity, the name of the country)

4. The above referenced Florida Limited Liability Company has converted into an "Other Business Entity" in compliance with Chapter 608, F.S., and the conversion complies with the statute or applicable law governing the "Other Business Entity."

5. The plan of conversion was approved by the converting Florida Limited Liability Company in accordance with Chapter 608, F.S.

6. If applicable, the written consent of each member who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to s. 608.4402(2), F.S.

7. This conversion was effective under the laws governing the "Other Business Entity"

on: August 27, 2012

8. This conversion shall be effective in Florida on: upon filing.
(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 of the conversion under the laws governing the "Other Business Entity.")

9. The principal office address of the "Other Business Entity" under the laws of the state, country, or jurisdiction in which such entity was organized is as follows:

95 Chestnut Street, 3rd Floor

Providence, RI 02903

10. If the "Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Other Business Entity":

a.) 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 ss. 608.4351-608.43595, F.S.

b.) Lists the following street and mailing address of an office the Florida Department of State may use for purposes of s. 48.181, F.S.

Street Address: 95 Chestnut Street, 3rd Floor


Providence, RI 02903

Mailing Address: 95 Chestnut Street, 3rd Floor

Providence, RI 02903

11. The "Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 608.4351-608.43595, F.S.

Signed this 27th day of August, 2012

Signature: 
Must be signed by a Member or Authorized Representative.

Printed Name: Jakob Garrow Title: Manager

Fees:	Filing Fee:	\$25.00
	Certified Copy:	\$30.00 (Optional)
	Certificate of Status:	\$5.00 (Optional)