

L100000003598

(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:

W09-56195

**A. LUNT**

**JAN 12 2010**

**EXAMINER**

Office Use Only



600163877186

12/28/09--01026--019 \*\*150.00

**FILED**  
2010 JAN 11 PM 2:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 30, 2009

ALEXIA T. WELLS  
3414 PEACHTREE ROAD, N.E. SUITE 1600  
ATLANTA, GA 30326

SUBJECT: RIVER'S EDGE PHARMACEUTICALS, LLC  
Ref. Number: W09000056195

We have received your document for RIVER'S EDGE PHARMACEUTICALS, 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):

Sections 607.1113, 608.4403, 620.2104, and 620.8914, F.S., require the certificate of conversion to be signed by the converting entity as required by applicable law. If the converting entity is a corporation, the certificate of conversion must be signed by a chairman, vice chairman, officer, director, or an incorporator. If the converting entity is a limited liability company, the certificate of conversion must be signed by a member or an authorized representative of a member. If the converting entity is a general partnership or limited liability partnership, the certificate of conversion must be signed by a general partner. If the converting entity is a limited partnership or limited liability limited partnership, the certificate of conversion must be signed by all of the general partners. If the converting entity is another type of business entity, an authorized person must sign the certificate of conversion.

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) 245-6094.

Agnes Lunt  
Regulatory Specialist II

Letter Number: 109A00039530

**BAKER  
DONELSON**  
BEARMAN, CALDWELL  
& BERKOWITZ, PC

MONARCH PLAZA  
SUITE 1600  
3+14 PEACHTREE ROAD N.E.  
ATLANTA, GEORGIA 30326  
PHONE: 404.577.6000  
FAX: 404.221.6501

[www.bakerdonelson.com](http://www.bakerdonelson.com)

ALEXIA T. WELLS  
PARALEGAL  
Direct Dial: (404) 221-6521  
Direct Fax: (404) 238.9621  
E-Mail Address: [awells@bakerdonelson.com](mailto:awells@bakerdonelson.com)

January 5, 2010

Via: Federal Express  
Attn: Agnes Lunt, Regulatory Specialist II  
Florida Department of State  
Division of Corporations  
2661 W Executive Center Cir  
Tallahassee, FL 32301-5020

Re: River's Edge Pharmaceuticals, LLC  
Ref. Number: W09000056195

Dear Ms. Lunt:

I am in receipt of your letter dated December 30, 2009 with Page 2 of the conversion application for River's Edge Pharmaceuticals, LLC. Per your request, I enclose the original document which has now been signed under the section for "Signature on behalf of Other Business Entity".

Thank you for your assistance in this matter. If you have any questions, please feel free to contact me at (404) 221-6521.

Sincerely,



Alexia T. Wells, Paralegal

## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** River's Edge Pharmaceuticals, 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:

Alexia T. Wells  
(Contact Person)

Baker Donelson Bearman Caldwell & Berkowitz, PC  
(Firm/Company)

3414 Peachtree Road, N.E., Suite 1600  
(Address)

Atlanta, Georgia 30326  
(City, State and Zip Code)

For further information concerning this matter, please call:

Alexia T. Wells at ( 404 ) 221-6521  
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$150.00 Filing Fees  
( \$25 for Conversion  
& \$125 for Articles  
of Organization )

☐ \$155.00 Filing Fees  
and Certificate of  
Status

☐ \$180.00 Filing Fees  
and Certified Copy

☐ \$185.00 Filing Fees,  
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  
**"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:

River's Edge Pharmaceuticals, LLC

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a limited liability company.

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

first organized, formed or incorporated under the laws of Georgia

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

on May 5, 2003.

(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**:

River's Edge Pharmaceuticals, LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: January 1, 2010.

(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

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_\_.

**Signature of Member or Authorized Representative of Limited Liability Company:**

Signature of Member or Authorized Representative: Brendan Murphy  
Printed Name: Brendan Murphy Title: Member

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

Signature: Linda A. Klein  
Printed Name: LINDA A. KLEIN Title: AUTHORIZED REPRESENTATIVE

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)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

### ARTICLE I - Name:

The name of the Limited Liability Company is:

River's Edge Pharmaceuticals, LLC ☒

(Must end with the words "Limited Liability Company," the abbreviation "L.L.C.," or the designation "LLC.")

### ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

#### Principal Office Address:

112 Summer House Lane ☒  
Port St. Joe, FL 32456 ☒

#### Mailing Address:

P.O. Box 296  
Port St. Joe, FL 32457

### ARTICLE III - Registered Agent, Registered Office, & Registered Agent's

#### Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

Brendan Murphy

Name

112 Summer House Lane

Florida street address (P.O. Box **NOT** acceptable)

Port St. Joe

FL 32456

City, State, and Zip

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..*

  
Registered Agent's Signature (REQUIRED)

(CONTINUED)

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**ARTICLE IV- Manager(s) or Managing Member(s):**

The name and address of each Manager or Managing Member is as follows:

**Title:**

"MGR" = Manager

"MGRM" = Managing Member

**Name and Address:**

MGRM

Brendan Murphy

P.O. Box 296

Port St. Joe, FL 32457

(Use attachment if necessary)

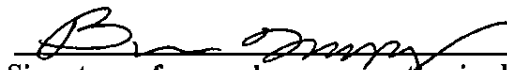
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**ARTICLE V:** Effective date, if other than the date of filing: January 1, 2010

(OPTIONAL)

(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 Certificate of Conversion, if an effective date is listed therein.)

**REQUIRED SIGNATURE:**

  
Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Brendan Murphy

Typed or printed name of signee

**Filing Fees:**

**\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent**

**\$ 30.00 Certified Copy (Optional)**

**\$ 5.00 Certificate of Status (Optional)**