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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Stephen Hessen Company of Florida, 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:

Dale A. Dettmer, Esq.
(Contact Person)
Krasny and Dettmer
(Firm/Company)
304 S. Harbor City Blvd, Suite 201
(Address)
Melbourne, FL 32901
(City, State and Zip Code)
hesstang@aol.com
E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Debra Campos at (321) 723-5646
(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

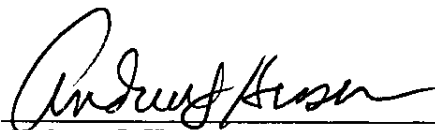
Pursuant to Section 608.439, Florida Statutes, the following unincorporated business entity hereby submits the attached Articles of Organization and this Certificate of Conversion to convert to a Florida limited liability company:

1.0 The name of the unincorporated business immediately prior to the filing of this Certificate of Conversion is **Steve Hessen Company of Florida**, a Florida general partnership ("Partnership").

2.0 **Steve Hessen Company of Florida**, a Florida general partnership, was first created, formed or otherwise came into being on January 1, 1985 pursuant to the laws of the state of Florida.

3.0 The name of the limited liability company as set forth in its Articles of Organization filed in accordance with Section 608.407, Florida Statutes, is **Stephen Hessen Company of Florida, LLC**, a Florida limited liability company.

4.0 The effective date of the conversion of the Partnership to a limited liability company shall be the date when filed in the Office of the Florida Secretary of State.



Andrew J. Hessen, general partner, Steve Hessen Company of Florida, a Florida general partnership, and Manager, Stephen Hessen Company of Florida, LLC, a Florida limited liability company

(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.)

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
STEPHEN HESSEN COMPANY OF FLORIDA, LLC**

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

1.0 NAME.

The name of the Limited Liability Company is **Stephen Hessen Company of Florida, LLC.**

2.0 ADDRESS.

The mailing address and street address of the principal office of the Limited Liability Company is 7380 SW 57th Avenue, S Miami, FL 33143.

3.0 REGISTERED AGENT, REGISTERED OFFICE & REGISTERED AGENT'S SIGNATURE.

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

Andrew J. Hessen
7380 SW 57th Avenue
S Miami, FL 33143

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, Florida Statutes.



Andrew J. Hessen

THIS INSTRUMENT PREPARED BY:
DALE A. DETTMER, ESQ.
304 S. Harbor City Boulevard, Suite 201
Melbourne, Florida 32901
(321) 723-5646
Florida Bar Number: 172988

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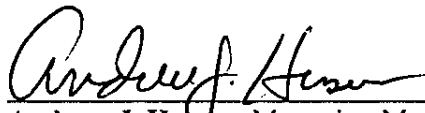
4.0 OPERATING AGREEMENT.

The power to adopt the Operating Agreement of the Company, to alter, amend or repeal the Operating Agreement of the Company, or to adopt a new Operating Agreement, shall be vested in the members of the Company. The Operating Agreement of the Company shall be for the government of the Company and may contain any provisions or requirements for the management or conduct of the affairs and business of the Company, provided the same are not inconsistent with the provisions of these Articles or contrary to the laws of the State of Florida or of the United States.

5.0 AMENDMENT OF ARTICLES OF ORGANIZATION.

The Company reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are subject to this reservation.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledge them to be my act this 13th day of January, 2010.



Andrew J. Hessen, Managing Member

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