

L10000017138

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

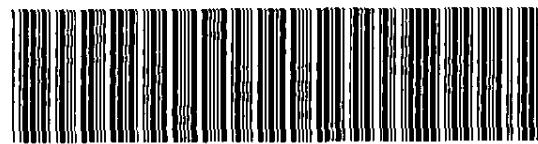
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

W1-5527

J. BRYAN

FEB 15 2009

EXAMINER



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 3, 2010

JOHN F. TENGALIA
1500 EAST LAS OLAS BLVD., SUITE 203
FORT LAUDERDALE, FL 33301

SUBJECT: JOHN TENAGLIA CONSULTING, LLC
Ref. Number: W10000005524

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TALLAHASSEE, FLORIDA

We have received your document for JOHN TENAGLIA CONSULTING, 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.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Regulatory Specialist II

Letter Number: 310A00002791

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: John Tenaglia Consulting, 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:

John F. Tengalia

(Contact Person)

(Firm/Company)

1500 East Las Olas Blvd., Suite 203

(Address)

Fort Lauderdale, FL 33301

(City, State and Zip Code)

E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Howard M. Hujsa, Esq.
(Name of Contact Person)

at (239) 390-8068
(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

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TALLAHASSEE, FLORIDA
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CUMMINGS & LOCKWOOD LLC



Brandon A.S. Ross
Associate
Master of Laws in Taxation

239.390.8061 Direct
239.430.3358 Fax
bross@cl-law.com
www.cl-law.com

The Brooks Grand Plaza
8000 Health Center Boulevard
Suite 300
Bonita Springs, FL 34135
239.947.8811 Phone
239.947.8025 Fax

February 11, 2010

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

Ref. Number: W10000005524

Dear Sir/Madam:

Please find enclosed (1) your February 3, 2010 letter regarding the conversion filing for John Tenaglia Consulting, LLC, (2) the documents originally filed for the conversion, including cover letter and Articles of Organization and (3) the revised Certificate of Conversion with both of the appropriate signatures. As your letter states, we have already paid you for this filing.

If you have any questions or concerns, please contact me by phone 239.390.8061 or at the following mailing address: 8000 Health Center Boulevard, Suite 300, Bonita Springs, FL 34135.

Sincerely,

Brandon A.S. Ross

Enclosures

cc: Howard M. Hujsa, Esq.

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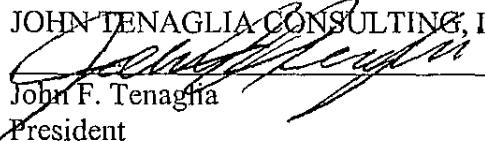
**CERTIFICATE OF CONVERSION
for
“OTHER BUSINESS ENTITY”
into
FLORIDA LIMITED LIABILITY COMPANY**

Pursuant to Section 608.439 of the Florida Statutes, the following “Other Business Entity” hereby submits the attached Articles of Organization and this Certificate of Conversion to convert to a Florida Limited Liability Company:

1. The name of the “Other Business Entity” immediately prior to the filing of this document was the **JOHN TENAGLIA CONSULTING, INC.** #P95000094053
2. The “Other Business Entity” was a Florida corporation first formed on 12/12/1995 under the laws of Florida.
3. After the filing of this document, the “Other Business Entity” shall become a Florida Limited Liability Company to be known as **JOHN TENAGLIA CONSULTING, LLC**, as set forth in the attached Articles of Organization.

Dated this 30 day of December 2009.

JOHN TENAGLIA CONSULTING, INC.


John F. Tenaglia
President

(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.)

JOHN TENAGLIA CONSULTING, LLC

Howard M. Hujsa
Authorized Agent

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY
OF
JOHN TENAGLIA CONSULTING, LLC

ARTICLE I
Name

The name of this Limited Liability Company is **JOHN TENAGLIA CONSULTING, LLC** (the "Company").

ARTICLE II
Addresses

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

John F. Tenaglia, Manager
1500 East Las Olas Blvd., Suite 203
Ft. Lauderdale, FL 33301

ARTICLE III
Duration

The period of duration for the Company is perpetual.

ARTICLE IV
Registered Office and Agent

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

John F. Tenaglia
1500 East Las Olas Blvd., Suite 203
Ft. Lauderdale, FL 33301

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

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TALLAHASSEE, FLORIDA
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am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.



John F. Tenaglia

ARTICLE V
Management

The Company is to be managed by one or more Managers and is, therefore, a manager-managed company.

ARTICLE VI
Limitation on Agency
Authority of Members

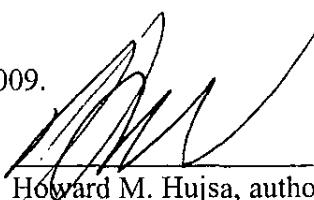
Pursuant to § 608.4235, Florida Statutes, or any successor provision of applicable law, no Member of the Company shall be an agent of the Company for the purpose of its business solely by virtue of being a Member, and no Member may bind the Company by taking any action solely by virtue of being a Member.

ARTICLE VII
Written Operating Agreement

Any Operating Agreement entered into by the Members of the Company, and any amendments or restatements thereof, shall be in writing. No oral agreement among any of the Members or Managers of the Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, any written Operating Agreement of the Company, as amended and in existence from time to time.

Dated this 30th day of December, 2009.

By:



Howard M. Hujsa, authorized agent

(In accordance with § 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.)