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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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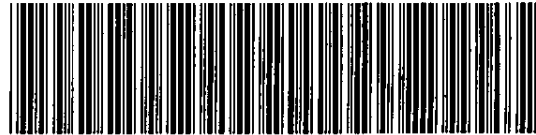
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. BRYAN

MAR - 8 2009

EXAMINER

CAPPELLER LAW
ATTORNEYS AT LAW

350 CAMINO GARDENS BOULEVARD
SUITE 303
BOCA RATON, FLORIDA 33432

JOHN M. CAPPELLER, JR., P.A.
JCAPPELLER@CAPPELLERLAW.COM

TELEPHONE 561-620-2599
FACSIMILE 561-620-2565

March 4, 2010

Sent Via FedEx

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

Re: 4035 Inc.
Our File No. 10-116

Dear Sir/Madame:

Enclosed please find the Certificate and Plan of Conversion for 4035, Inc. for filing along with a check in the amount of \$150.00 representing the filing fee.

Very truly yours,


John M. Capper, Jr.

Enclosures

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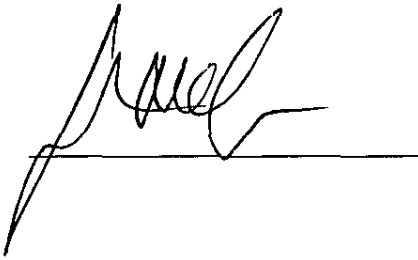
CERTIFICATE AND PLAN OF CONVERSION

#p9900000409


This Plan of Conversion ("Plan") is entered into between **4035, INC.**, a Florida Corporation ("4035") with its principal place of business located at 199 E. Boca Raton Road, Boca Raton, FL 33432 and **4035, LLC**, a Florida limited liability company ("4035LLC") with its principal place of business located 199 E. Boca Raton Road, Boca Raton, FL 33432.

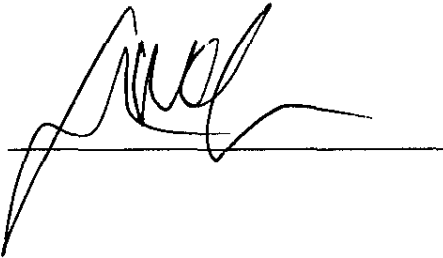
1. This Certificate of Conversion and attached Articles of Organization are submitted to convert 4035 into a Florida Limited Liability Company in accordance with s.608.439, Florida Statutes. 4035, Inc. is the name of the entity immediately prior to the filing of this Certificate of Conversion.
2. 4035 is a Florida corporation first incorporated under the laws of Florida on March 9, 1999.
3. 4035LLC is the name of the Florida Limited Liability Company as set forth in the Articles of Organization attached hereto as **Exhibit "A"** which shall be effective on the date of filing (the "Effective Date").
4. On the Effective Date, all of the shares of 4035 shall be converted to membership interest of 4035LLC and all of the assets, liabilities and obligations of 4035 shall be converted to 4035LLC.
5. The conversion is subject to the approval of all shareholders and directors of 4035 as set for the on the Unanimous Consent of Directors and Shareholders for 4035 attached hereto as **Exhibit "B."**
6. If at any time after the Effective Date, it shall be determined that any further agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officer of 4035 or 4035LLC, as the case may be, whether past or remaining in office, shall execute and deliver any and all proper agreements, documents, instruments, and assurances and perform all necessary and proper acts to carry out the provisions of this Plan.
7. This Certificate of Conversion shall be delivered for filing to the Florida Secretary of State in accordance with Section 607.1112 of the Florida Business Corporation Act (the "Act").

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their respective officers, hereunto duly authorized, and entered into as of the date first above written.




4035, INC.,
a Florida corporation

By: 
Robert A. Sweetapple, President



4035, LLC,
a Florida limited liability company

By: 
Robert a. Sweetapple, Managing Member

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ARTICLES OF ORGANIZATION
OF
4035, LLC

ARTICLE I

NAME

The name of the Limited Liability Company is 4035, LLC.

ARTICLE II

ADDRESS

The mailing address of the Limited Liability Company's principal office is 199 E. Boca Raton Road, Boca Raton, FL 33432.

The street address of the Limited Liability Company's principal office is 199 E. Boca Raton Road, Boca Raton, FL 33432

ARTICLE III

DURATION

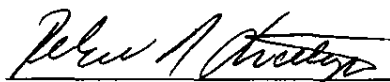
The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV

MANAGEMENT

The Limited Liability Company is to be managed by the member who is designated, appointed, or elected to act as the managing member(s) in accordance with the Operating Agreement of the Limited Liability Company.

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



Robert A. Sweetapple, Authorized Representative

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TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

UNDER THE PROVISIONS OF F.S. 608.415, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

The name of the limited liability company is 4035, LLC.

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

Robert A. Sweetapple
199 E. Boca Raton Road
Boca Raton, FL 33432

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.

4035, LLC


Robert A. Sweetapple, Registered Agent

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TALLAHASSEE, FLORIDA

**RESOLUTION OF THE BOARD OF DIRECTORS
AND SHAREHOLDERS OF 4035, INC.
ADOPTING A PLAN OF CONVERSION
BETWEEN
4035, INC
AND
4035, LLC**

The undersigned, being all the members of the Board of Directors and Shareholders **4035, Inc.**, a Florida corporation (the "Corporation"), hereby adopt the following resolutions by written consent in lieu of a meeting pursuant to Florida Statute Sections 607.0821 and 607.0704:

WHEREAS, the Board of Directors and Shareholders of the Corporation believe that it is in the best interest of the Corporation to consummate the Plan of Conversion, as set forth herein, between the Corporation and 4035, LLC, a Florida limited liability company (the "Conversion"), and

WHEREAS, the undersigned shareholders hereby certify that as of the Effective Date of the Certificate and Plan of Conversion, all of the issued and outstanding shares of stock in the Corporation are represented as follows:

<u>Shareholder</u>	<u>Number of Shares</u>
Robert A. Sweetapple	100

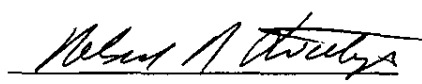
RESOLVED, the Board of Directors and Shareholders of the Corporation hereby unanimously approve and adopt the Agreement for Conversion and direct the President of the Corporation to take all action necessary to carry out the terms of the Conversion.

Pursuant to Section 607.0821 and 607.0704 of the Florida Statutes, the undersigned Directors of the Corporation hereby unanimously consent to the adoption of the foregoing Resolutions.

DIRECTORS



SHAREHOLDERS



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