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ALABAMA, FLORIDA

W1-16873

J. BRYAN

APR 16 2009

EXAMINER

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Also Admitted In:
¹California
²Louisiana



[†]Board Certified:
City, County And Local Government Law

April 1, 2010

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

RE: Anna Maria Island Sarong Company
OFN: 2055/002

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10 APR 15 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosed is the Certificate of Conversion for the above referenced company along with the Articles of Organization for the limited liability company into which the partnership is being converted.

Also enclosed is our check #20663 is our check in the amount of \$150.00 for the filing fees.

Sincerely,

David K. Deitrich

/ceb
enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 6, 2010

DAVID K. DEITRICH
DYE, DEITRICH, PETRUFF & ST. PAUL, P.L.
1111 THIRD AVENUE WEST, SUITE 300
BRADENTON, FL 34205

SUBJECT: ANNA MARIA ISLAND SARONG COMPANY, LLC
Ref. Number: W10000016873

FILED
10 APR 15 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for ANNA MARIA ISLAND SARONG COMPANY, 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) 245-6043.

Joey Bryan
Regulatory Specialist II

Letter Number: 410A00008432

DYE, DEITRICH, PETRUFF & ST. PAUL, P.L.

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City, County And Local Government Law

April 15, 2010

Registration Section, Division of Corporations
Attn: Joey Bryan
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Anna Maria Island Sarong Company, LLC, Ref# W10000016873
OFN: 2055/002

FILED
10 APR 15 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Mr. Bryan:

Thank you for speaking with me this morning. Per our conversation and in response to your letter of April 6, 2010, a copy of which is enclosed, I am resubmitting the Certificate of Conversion of Anna Maria Island Sarong Company, a general partnership; into Anna Maria Island Sarong Company, LLC, along with the Articles of Organization for the LLC. The Certificate of Conversion now has a consent of the LLC, which I have signed as authorized representative.

I must admit I am still somewhat confused as to the necessity of the additional signature. While I can understand its purpose (to confirm that the Other Organization consents), the form on your website does not have any place for such joinder or consent, and I do not find that requirement in 620.8914. On the other hand, your on-line form for converting another organization *into* a partnership does have such signature spaces. In any event I have added the signature and trust this will resolve the matter. I would appreciate it if you could clarify this for me for future reference.

Sincerely,

David K. Deitrich

DKD/ceb
enclosures

CERTIFICATE OF CONVERSION
For
ANNA MARIA ISLAND SARONG COMPANY,
a Florida General Partnership
Into
ANNA MARIA ISLAND SARONG COMPANY, LLC
A Florida Limited Liability Company

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Conversion is submitted to convert Anna Maria Island Sarong Company, a Florida general partnership (the "Partnership"), into an "Other Organization," in accordance with Section 620.8914, Florida Statutes.

1. The name of the Florida partnership converting into the "Other Organization" is Anna Maria Island Sarong Company (the "Partnership"). #GP1000000336
2. The name of the "Other Organization" is Anna Maria Island Sarong Company, LLC (the "Company").
3. The "Other Organization" i.e the Company, is a limited liability company formed under the laws of Florida.
4. The Partnership has converted into the Company, as an "Other Organization," in compliance with Chapter 620, Florida Statutes, and the conversion complies with the applicable laws governing the Company.
5. The plan of conversion was approved by the Partnership, as the converting Florida partnership, in accordance with Chapter 620, Florida Statutes, and as required by the governing law of the Company, as the "Other Organization."
6. The conversion is effective upon the filing of this Certificate and the Articles of Organization of the Company with the Florida Department of State.

In Witness Whereof, this Certificate of Conversion has been executed by all of the general partners of the Partnership as of the 1st day of April, 2010.

Christian M. Schilling
Christian M. Schilling, General Partner
108th Street West, Apt. 313
Bradenton, Florida 34209

Leesa G. H. Schilling
Leesa G. H. Schilling, General Partner
108th Street West, Apt. 313
Bradenton, Florida 34209

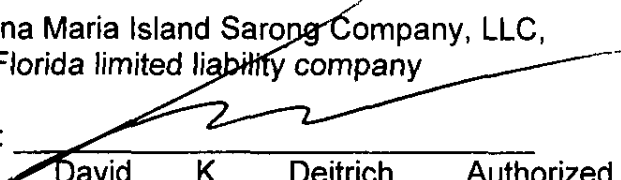
Prepared By:
David K. Deitrich, Esq. (Bar# 0103945)
Dye, Deitrich, Petruff & St. Paul, P.L.
1111 3rd Avenue West, Suite 300
Bradenton, Florida 34205
(941)748-4411

CONSENT OF OTHER ORGANIZATION

Know All Men By These Presents, that Anna Maria Island Sarong Company, LLC, a Florida limited liability company, the "Other Organization" into which the Partnership is converting, hereby consents and agrees to such conversion and joins in the foregoing certificate.

In Witness Whereof, Anna Maria Island Sarong Company, LLC, a Florida limited liability company, has caused this Consent to be executed in its name by a duly authorized representative as of April 1, 2010.

Anna Maria Island Sarong Company, LLC,
A Florida limited liability company

By: 
David K. Deitrich, Authorized
Representative

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10 APR 15 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
ANNA MARIA ISLAND SORONG COMPANY, LLC
a Florida limited liability company**

The undersigned, being authorized to execute and file these Articles, hereby organizes a limited liability company pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, (the "Act") and hereby certifies and adopts the following Articles of Organization:

**ARTICLE 1
Name**

The name of the Limited Liability Company is: Anna Maria Sarong Company, LLC (the "Company").

**ARTICLE 2
Address**

The mailing address and street address of the principal office of the Company is: 108th Street West, Apt. 313, Bradenton, Florida 34209.

**ARTICLE 3
Duration**

The period of duration for the Company is perpetual, beginning on the date these Articles of Organization are filed with the Florida Department of State.

**ARTICLE 4
Initial Registered Agent and Office**

The street address of the Company's initial registered office is: 108th Street West, Apt. 313, Bradenton, Florida 34209. The name of the Company's initial registered agent at such office is Leesa G. H. Schilling. The registered office and registered agent may be changed from time to time by the members as authorized by law.

**ARTICLE 5
Members and Addresses**

The names and street addresses of the initial Members of the Company are as follows:

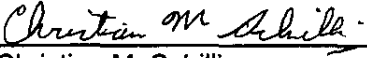
Christian M. Schilling
108th Street West, Apt. 313
Bradenton, Florida 34209

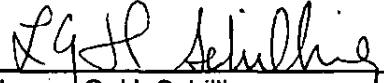
Leesa G. H. Schilling
108th Street West, Apt. 313
Bradenton, Florida 34209

SIGNATURES ON PAGE 2

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization
of the 1st day of April, 2010.

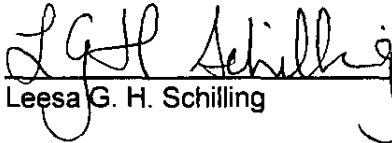

Christian M. Schilling
108th Street West, Apt. 313
Bradenton, Florida 34209


Leesa G. H. Schilling
108th Street West, Apt. 313
Bradenton, Florida 34209

Acceptance By Registered Agent

The undersigned, Leesa G. H. Schilling, hereby accepts appointment as Registered Agent of the above Company and acknowledges she is familiar with and accepts the obligations of the position of Registered Agents in accordance with and as required by the Laws of Florida, including but not necessarily limited to, the requirements of the Act.

Dated: April 1, 2010.


Leesa G. H. Schilling

I:\DOCS\Schilling, Christian M\Anna Maria Island Sarong\Articles of Organization.doc

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10 APR 15 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA