

L10000069149

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

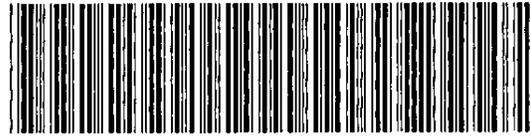
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



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06/30/10--01001--012 \*\*150.00

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TALLAHASSEE, FLORIDA

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C. LEWIS

JUN 29 2010

EXAMINER

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** NICE Direct, 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:

Ronald A. Brown

(Contact Person)

Ronald A. Brown & Associates, P.A.

(Firm/Company)

551 Ave. K, SE

(Address)

Winter Haven, FL 33880

(City, State and Zip Code)

Rbrownpa@aol.com

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

For further information concerning this matter, please call:

Ronald A. Brown

at ( 863 ) 299-1500

(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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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:

NICE Direct, Inc.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Corporation P10000053372  
(Enter entity type. Example: corporation, limited partnership,  
general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Florida  
(Enter state, or if a non-U.S. entity, the name of the country)

on June 23, 2010

(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:

n/a

4. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:

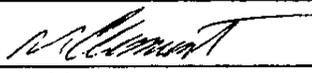
NICE Direct, LLC

(Enter Name of Florida Limited Liability Company)

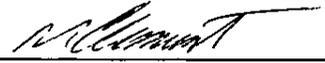
5. If not effective on the date of filing, enter the effective date: \_\_\_\_\_  
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

Signed this 28th day of June 2010.

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

Signature of Member or Authorized Representative:   
Printed Name: Mike Clements Title: Manager

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

Signature:   
Printed Name: Mike Clements Title: Manager

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)

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY  
COMPANY

ARTICLE I. NAME

The name of the limited liability company shall be:

NICE Direct, L.L.C.

ARTICLE II. ADDRESS

The principal place of business of this limited liability company shall be:

1890 South 14<sup>th</sup> St., Suite 212, Fernandina Beach FL 32034

ARTICLE III. REGISTERED AGENT, REGISTERED OFFICE AND  
REGISTERED AGENT'S SIGNATURE:

The name and address of the registered agent and office is Mike Clements, 1890 South 14<sup>th</sup> St. Suite 212, Fernandina Beach , FL 32034.

SIGNATURE \_\_\_\_\_



TITLE \_\_\_\_\_

Manager

DATE \_\_\_\_\_

6-28-10

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Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325, Florida Statutes.

SIGNATURE *McClement*  
DATE 6-28-10

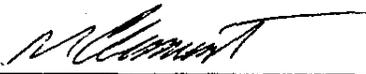
ARTICLE IV. MANAGEMENT

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

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

<u>Title:</u>	<u>Name and Address:</u>
<u>Manager</u>	<u>Mike Clements</u> <u>1890 South 14<sup>th</sup> St. Suite 212</u> <u>Fernandina Beach, FL 32034</u>

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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 penalties of perjury that the facts  
stated herein are true.)

Mike Clements

Typed or printed name of signee

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**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**