

L10000110591

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

P1-59035

(Document Number)

Certified Copies \_\_\_\_\_

Certificates of Status \_\_\_\_\_

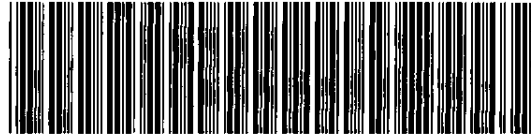
Special Instructions to Filing Officer:

**A. LUNT**

OCT 22 2010

**EXAMINER**

Office Use Only



000186744650

10/21/10--01011--030 \*\*150.00

**FILED**  
2010 OCT 21 PM 3:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



62 White Street  
New York, NY 10013  
212 431-5000  
800 221-2972  
Fax 212 431-5111  
www.blumberg.com

October 18, 2010

Department of State Division of Corporations Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

FILED  
2010 OCT 21 PM 3:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To Whom It May Concern:

**RE: ROSEDALE RESTAURANT CORP.**

Please file the attached. Kindly return proof of filing to my attention via facsimile 888-692-9256 or email [Ycruz@blumb.com](mailto:Ycruz@blumb.com) and the original via U.S. mail

Do not hesitate to contact me with any problems 800-221-2972 x571.

Thanks for your help.

Very truly yours,

Yvelisse Cruz

Associate Corporate Service Rep.

BlumbergExcelsior Corporate Services, Inc.

\*END\*

DO NOT FORGET TO RETURN THE ORIGINAL AND COPY TO: 800-221-2972

2010 OCT 21 PM 3:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

**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:

ROSEDALE RESTAURANT CORP

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a \_\_\_\_\_ Corporation  
(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 \_\_\_\_\_ 07/20/2010  
(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:

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

ROSEDALE RESTAURANT LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: \_\_\_\_\_ Upon Filing  
(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 24th day of September 2010

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

x

Signature of Member or Authorized Representative: Joseph Arato

Printed Name: Joseph Arato

Title: Member

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

x

Signature: Joseph Arato

Printed Name: Joseph Arato

Title: Director

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2010 OCT 21 PM 3:18

FILED

**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)

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY****ARTICLE I - Name:**

The name of the Limited Liability Company is:

ROSEDALE RESTAURANT LLC

(Must end with the words "Limited Liability Company," the abbreviation "L.L.C.," or the designation "LLC.")

**ARTICLE II - Address:**

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

**Principal Office Address:**

3321 BRANTLEY OAKS DRIVE  
FORT MYERS FL 33905

**Mailing Address:**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2010 OCT 21 PM 3:18

FILED

**ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:**

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

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

JOSEPH ARATO

Name

3321 BRANTLEY OAKS DRIVE

Florida street address (P.O. Box **NOT** acceptable)

FORT MYERS

FL

33905

City, State, and Zip

*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, F.S..*

  
Registered Agent's Signature (REQUIRED)

(CONTINUED)

Page 1 of 2

**ARTICLE IV- Manager(s) or Managing Member(s):**

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

**Title:**

"MGR" = Manager

"MGRM" = Managing Member

**Name and Address:**MGRMJOSEPH ARATO3321 BRANTLEY OAKS DRIVEFORT MYERS FL 33905

FILED  
 2010 OCT 21 PM 3:18  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

(Use attachment if necessary)

**ARTICLE V:** Effective date, if other than the date of filing: Upon Filing

(OPTIONAL)

(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 Certificate of Conversion, if an effective date is listed therein.)

**REQUIRED SIGNATURE:**

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

JOSEPH ARATO

Typed or printed name of signee

**Filing Fees:**

**\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent**

**\$ 30.00 Certified Copy (Optional)**

**\$ 5.00 Certificate of Status (Optional)**