

L10000122618

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

(Business Entity Name)

998-35135

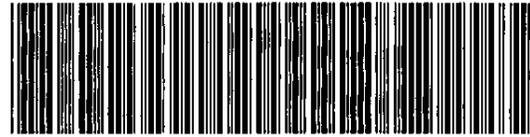
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Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

W1-468 A. LUNT  
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EXAMINER

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

October 6, 2010

I. MICHAEL TUCKER  
498 PALM SPRINGS DRIVE  
SUITE 100  
ALTAMONTE SPRINGS, FL 32701

SUBJECT: SPINICELLI HOLDING, LLC  
Ref. Number: W10000046842

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TALLAHASSEE, FLORIDA

We have received your document for SPINICELLI HOLDING, 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):

The document must be signed by a chairman, vice chairman, director, officer, or an incorporator, if directors or officers have not been selected.

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) 245-6094.

Agnes Lunt  
Regulatory Specialist II

Letter Number: 510A00023697

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** SPINICELLI HOLDING, 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:

I. MICHAEL TUCKER  
(Contact Person)

LAW OFFICE OF I. MICHAEL TUCKER, PLC  
(Firm/Company)

498 PALM SPRINGS DRIVE, SUITE 100  
(Address)

ALTAMONTE SPRINGS, FL 32701  
(City, State and Zip Code)

ESTATES@CFL.RR.COM  
E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

I. MICHAEL TUCKER at (407) 977-8836  
(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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 TALLAHASSEE, FLORIDA

**Certificate of Conversion**  
For  
**"Other Business Entity"**  
Into  
**Florida Limited Liability Company**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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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:  
SPINICELLI HOLDING, INC.

(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 FEBRUARY 23, 1989.  
(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:

NOT APPLICABLE

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

SPINICELLI HOLDING, 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 \_\_\_\_\_ day of SEPTEMBER 20<sup>10</sup>.

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

Signature of Member or Authorized Representative: J. Michael Tucker  
Printed Name: L. MICHAEL TUCKER Title: ATTY-Representative

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

Signature: [Signature]  
Printed Name: Mark J. Spinicelli Title: President

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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STATE CLERK OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I - Name:**

The name of the Limited Liability Company is:

SPINICELLI HOLDING, 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:**

9484 AMERICAN EAGLE WAY  
ORLANDO, FLORIDA 32837

**Mailing Address:**

9484 AMERICAN EAGLE WAY  
ORLANDO, FLORIDA 32837

**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:

MARK J. SPINICELLI

Name

9484 AMERICAN EAGLE WAY

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

ORLANDO

FL 32837S

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)

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TALLAHASSEE, FLORIDA

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**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:**

MGRM

MARK J. SPINICELLI  
9484 AMERICAN EAGLE WAY  
ORLANDO, FLORIDA 32837

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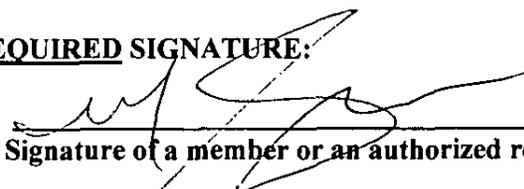
(Use attachment if necessary)

**ARTICLE V:** Effective date, if other than the date of 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.)

MARK J. SPINICELLI

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)**