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(Requestor's Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11 JAN -5 AM 11:19

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B. BOSTICK

JAN 6 2011

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SEITO SUSHI CELEBRATION, 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:

RAYMOND A. McLEOD, ESQUIRE

(Contact Person)

McLEOD LAW FIRM

(Firm/Company)

POST OFFICE DRAWER 950

(Address)

APOPKA, FLORIDA 32704-0950

(City, State and Zip Code)

ramcleod@mcleodlawfirm.com

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

For further information concerning this matter, please call:

Jeanne Carr at (407) 886-3300

(Name of Contact Person)

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|---|--|---|--|
| <input type="checkbox"/> \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization) | <input checked="" type="checkbox"/> \$155.00 Filing Fees
and Certificate of
Status | <input type="checkbox"/> \$180.00 Filing Fees
and Certified Copy | <input type="checkbox"/> \$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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11 JAN -5 AM 11:20
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:

SEITO SUSHI CELEBRATION, INC.

P10000008289

(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 January 27, 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**:

SEITO SUSHI CELEBRATION, 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.)

6. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and the requirements of s.608.439, F.S., in effecting the conversion.

7. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signed this 20th day of December 2010.

Signature of Member or Authorized Representative of Limited Liability Company:

Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

Signature of Member or Authorized Representative: [Signature]
Printed Name: YOON SOO PARK Title: Member

Signature(s) on behalf of Other Business Entity: Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S. [See below for required signature(s).]

Signature: [Signature]
Printed Name: YOON SOO PARK Title: President

Signature: [Signature]
Printed Name: EUN KYUNG PARK Title: Treasurer

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
FOR
SEITO SUSHI CELEBRATION, LLC
a Florida Limited Liability Company

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608, Florida Statutes, the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such Company:

ARTICLE I
Name

The name of this Company shall be SEITO SUSHI CELEBRATION, LLC.

ARTICLE II
Duration

The term of existence of the Company shall commence upon the filing of these Articles of Organization and shall be perpetual.

ARTICLE III
Mailing Address

The mailing address and the street address is 671 Front Street - Suite 100, Celebration, Florida, 34747.

ARTICLE IV
Registered Agent and Office

The name and street address of the initial registered agent and office for this Company is as follows: YOON SOO PARK, 671 Front Street - Suite 100, Celebration, Florida, 34747.

ARTICLE V
Admission of Additional Members;
Terms and Conditions of such Admissions

Additional Members may be admitted upon unanimous consent of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of this Company.

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TALLAHASSEE, FLORIDA

ARTICLE VI
Right to Continue Business

If, but for the exercise of the right to continue the Company's business, as specified below, the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or the occurrence of any other event which terminates the continued membership of a Member in the Company, shall cause the dissolution of the Company, then the business of the Company shall continue (without dissolution) if elected, in writing, within ninety (90) days of the occurrence of such event by any remaining Member.

ARTICLE VII
Management by Members

The Company will be managed by its Members. The name and address of the initial Managing Members are:

YOON SOO PARK
6663 Pompeii Road
Orlando, Florida, 32822

EUN KYUNG PARK
6663 Pompeii Road
Orlando, Florida, 32822

ARTICLE VIII
Regulations of Company

The power to adopt, alter, amend or repeal the Operating Agreement of the Company shall be vested in the Members.

ARTICLE IX
Informal Action of Members

Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting and filed with the Company as part of its records.

ARTICLE X
Transferability of Member's Interest

An interest of a Member of this Company may be transferred or assigned only to such extent and in the manner provided in the Operating Agreement.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 20th day of

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TALLAHASSEE, FLORIDA

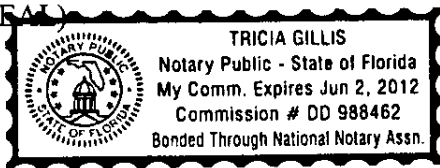
IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 20th day of December, 2010.


YOON SOO PARK

STATE OF FLORIDA
COUNTY OF ORANGE
Oseola

The foregoing instrument was acknowledged before me this 20th day of December, 2010, by YOON SOO PARK, who (✓ one) _____ is personally known to me or ✓ produced _____ FLDL as identification.

(SEAL)




NOTARY PUBLIC

Tricia Gillis
Print Name of Notary
My Commission Expires: 6/2/2012

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATEMENT OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above-stated limited liability company, I, YOON SOO PARK 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 in Chapter 608, Florida Statutes.




YOON SOO PARK

STATE OF FLORIDA
COUNTY OF ~~ORANGE~~ Osceola

The foregoing instrument was acknowledged before me this 20th day of December, 2010, by YOON SOO PARK, who (☒ one) _____ is personally known to me or ☒ produced _____ as identification.





NOTARY PUBLIC
Tricia Gillis

Print Name of Notary
My Commission Expires:

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TALLAHASSEE, FLORIDA

PLAN OF CONVERSION

1. The Company. SEITO SUSHI CELEBRATION, INC. (the "Company") is an active Florida Profit Corporation that is duly organized, validly existing, and in good standing under the laws of the State of Florida. The Company is operating under those Articles of Incorporation filed with the Florida Department of State – Division of Corporations on January 27, 2010. The Florida Secretary of State's file number for the Company is P10000008289.

2. The Conversion. Shareholders of the Company desire to convert the Company to a Florida Limited Liability Company (the "Conversion") pursuant to this Plan of Conversion (the "Plan") as authorized pursuant to applicable Florida Statutes (the "Statutes"). The converted Florida Limited Liability Company (the "Converted Entity") will be organized under the laws of the State of Florida pursuant to applicable Florida Statutes.

3. Name, Address and Registered Agent of Converted Entity. The Converted Entity will operate under the name of SEITO SUSHI CELEBRATION, LLC. The mailing address and the street address of the Managing Member and the office of the Converted Entity will be 671 Front Street – Suite 100, Celebration, Florida, 34747. The Registered Agent for service of process on the Converted Entity will be Yoon Soo Park at 671 Front Street – Suite 100, Celebration, Florida, 34747.

4. Terms of Conversion. In order to convert the Company into a Limited Liability Company, Shareholders of the Company (other than those Shareholder(s) exercising their dissenters' rights as provided in Florida Statutes) are each assigning and transferring their interests in the Company to the Converted Entity in exchange for an interest in the Converted Entity. Each Shareholder's total percentage interest in profits and losses and capital of the Converted Entity will be the same as that Shareholder's total percentage interest in profits and losses and capital of the Company immediately prior to the Effective Date (as defined below), and shall be as set forth on the Schedule of Interests in the Converted Entity attached hereto and made a part of this Plan by this reference. The aforementioned assignment and transfer of interests in the Company shall be effected by an assignment of Shareholders interests to be executed and delivered by each Shareholder of the Company (other than those Shareholders exercising their dissenters' rights as provided in applicable Florida Statutes).

5. Continuation of Business and Governing Documents. From and after the Effective Date (as defined below), the business of the Company will continue to be carried on by the Converted Entity and all the rights and property of the Company will be vested in the Converted Entity and all debts, liabilities, and obligations of the Company shall continue as debts, liabilities, and obligations of the Converted Entity.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

6. Tax Consequences of Conversion. It is the desire and intent of the Shareholders of the Company that the Conversion will be tax free to the Shareholders under §721 of the Internal Revenue Code of 1986, as amended (the "IRC"), will not be considered a taxable sale or exchange under IRC §708, and will not result in a termination of the Company for income tax purposes. All provisions of this Plan shall be interpreted in a manner consistent with this intent.

7. Approval of Plan and Dissenting Members' Procedures. The principal terms of this Plan have been approved by a unanimous vote of the Shareholders of the Company, which vote equaled or exceeded the vote required under the applicable Florida Statutes and the applicable provisions of the Bylaws of the Company. The Converted Company shall send notice of the approval of the Conversion to each Shareholder that did not approve the Conversion within the period specified in the applicable Florida Statutes and shall fulfill its obligations under the applicable Florida Statutes to each Shareholder who delivers a timely notice to the Company of such Shareholder's decision to require the Company to purchase any dissenting interests owned by such Shareholder in accordance with the procedures in the applicable Florida Statutes.

8. Further Actions and Effective Date of Conversion. The Company and the Converted Entity shall take all such further actions as may be required to complete the Conversion, including the filing of the Certificate of Conversion with the Florida Department of State – Division of Corporations as required under the applicable Florida Statutes and the execution of all documents necessary to dissolve the Company (including all required filings and notices with state and local authorities) and transfer the legal rights of the Company to the Converted Entity. The Conversion shall be effective on the date that the Certificate of Conversion is accepted for filing by the Florida Department of State – Division of Corporations (the "Effective Date").

Executed on December 20, 2010, at Celebration, Florida.

SEITO SUSHI CELEBRATION, INC.

By:


YOON SOO PARK - Shareholder

By:


EUN KYUNG PARK - Shareholder

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Seito-Celebration-PlanofConversion/12-20-10/RAM)



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 28, 2010

RAYMOND A. MCLEON, ESQ.
POST OFFICE BOX 950
APOPKA, FL 32704-0950

SUBJECT: SIETO SUSHI CELEBRATION, INC.
Ref. Number: W10000059513

We have received your document for SIETO SUSHI CELEBRATION, INC. and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Certificate of Conversion must be signed by an authorized person.

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) 245-6028.

Barbara Bostick
Regulatory Specialist II

Letter Number: 110A00029934

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA