

L 11 000005646

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

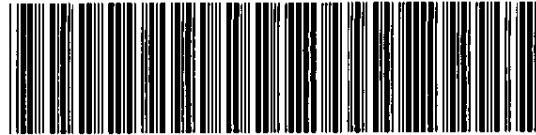
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

SECRETARY OF STATE
DIVISION OF CORPORATIONS

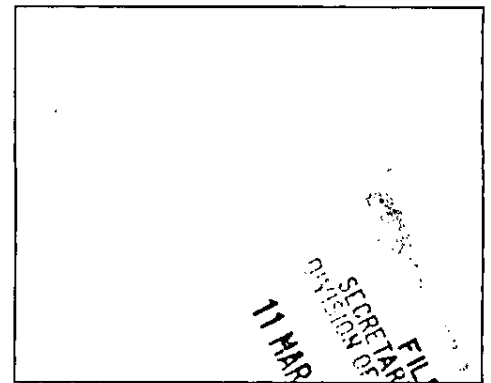
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B. KOHR

MAR - 2 2011

EXAMINER

FLORIDA RESEARCH & FILING SERVICES, INC.
1211 CIRCLE DRIVE
TALLAHASSEE, FL 32301
PHONE (850)656-6446



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WALK-IN

ENTITY NAME:

SEASPRAY PARTNERS LLC

CK# 507⁴₈ FOR \$25.00

PLEASE FILE THE ATTACHED CONVERSION & RETURN THE FOLLOWING:

___ CERTIFIED COPY

XXX STAMPED COPY

___ CERTIFICATE OF STATUS

Examiner's Initials

**CERTIFICATE OF CONVERSION
FOR
FLORIDA LIMITED LIABILITY COMPANY
INTO
"OTHER BUSINESS ENTITY"**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 MAR -1 AM 8:14

This Certificate of Conversion is submitted to convert the following Florida Limited Liability Company into an "Other Business Entity" in accordance with Section 608.4403, Florida Statutes:

1. The name of the Florida Limited Liability Company converting into the "Other Business Entity" is:

SEASPRAY PARTNERS LLC

L11000005646

2. The name of the "Other Business Entity" is: **SEASPRAY PARTNERS LLC** (the "Company").

3. The "Other Business Entity" is a limited liability company organized under the laws of **Delaware**.

4. The above referenced Florida Limited Liability Company has converted into an "Other Business Entity" in compliance with Chapter 608, F.S., and the conversion complies with the statute or applicable law governing the "Other Business Entity."

5. The plan of conversion was approved by the converting Florida Limited Liability Company in accordance with Chapter 608, F.S.

6. If applicable, the written consent of each member who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to Section 608.4402(2), F.S.

7. This conversion was effective under the laws governing the "Other Business Entity" on **February 22, 2011**.

8. This conversion shall be effective in Florida on: **Date of filing**.

9. The principal office address of the "Other Business Entity" under the laws of the state, country, or jurisdiction in which such entity was organized is as follows: 222 Seaspray Avenue, Palm Beach, FL 33480.

10. If the "Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Other Business Entity": Not Applicable.

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida limited liability company, including any appraisal rights of its members under Sections 608.4351 and 608.43595, F.S.

b.) Lists the following street and mailing address of an office the Florida Department of State may use for purposes of Section 48.181, F.S.

Street Address: 3411 Silverside Road, rodney Building #104 Wilmington, DE 19810

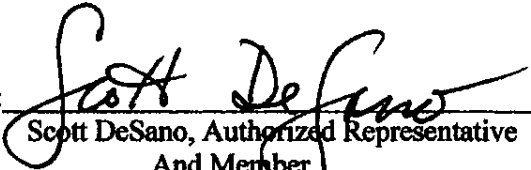
Mailing Address: 222 Seaspray Avenue Palm Beach, FL 33480

11. The "Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under Sections 608.4351 and 608.43595. F.S.

Signed this 22nd day of February, 2011.

REQUIRED SIGNATURE:

SEASPRAY PARTNERS LLC

By: 
Scott DeSano, Authorized Representative
And Member

PLAN OF CONVERSION

The following Plan of Conversion is submitted in compliance with Section 608.439 of the Florida Limited Liability Company Act (the "Act"):

1. The name, form and jurisdiction of the organization **before conversion** is:

SEASPRAY PARTNERS LLC
a Florida Limited Liability Company
FL Id #L1100005646

2. The name, form and jurisdiction of the organization **after conversion** is:

SEASPRAY LLC,
a Delaware limited liability company

3. Upon the conversion becoming effective, SEASPRAY LLC, shall be governed by the terms and provisions of the Delaware Limited Liability Company Act.
4. The terms and conditions of the conversion, including the manner and basis for converting interests in the converting organization into any combination of interests, shares, obligations, securities, cash, rights, or any other consideration money, interests in the converted organization, and other consideration are as follows:

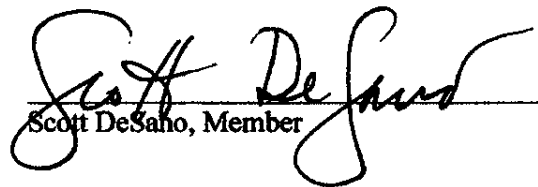
SEASPRAY PARTNERS LLC, a Florida limited liability company (the "FL Company"), has one member, **Scott DeSano**, owning One Hundred percent (100%) of the Company's issued and outstanding membership interests, referred to hereinafter as the "Member."

Upon the conversion becoming effective, all of the Company's issued and outstanding membership interests shall be converted into proportionate percentages of membership interests in SEASPRAY LLC (the "DE Company").

5. The Certificate of Conversion and the Plan of Conversion were approved and adopted by the Member by unanimous written consent on February 22, 2011.
6. This Plan may be amended at any time prior to the effective date of the conversion upon the express written consent of the Member of the FL Company to be converted.
7. The signatures of the Member of the FL Company to be converted on this Plan of Conversion and on any documents and instruments executed in connection therewith or pursuant thereto shall be conclusive evidence of their authority to execute and deliver such instruments or documents.

IN WITNESS WHEREOF, this Plan of Conversion is effective this 22^d day of February, 2011.

REQUIRED SIGNATURE:


Scott DeSano, Member