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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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MAIL

(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

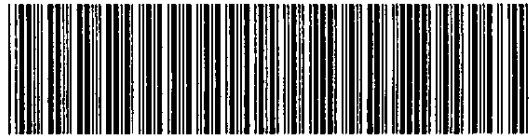
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A. LUNT

FEB - 7 2010

EXAMINER

Office Use Only



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02/03/11--01038--004 \*\*150.00

FILED  
2011 FEB -3 PM 4:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** SEABREEZE SALES, 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:

HARRY A. JONES, ESQUIRE

(Contact Person)

McClelland, Jones, Lyons, Lacey & Williams, LLC

(Firm/Company)

1901 S Harbor City Blvd., Ste # 500

(Address)

Melbourne, Florida 32901

(City, State and Zip Code)

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

For further information concerning this matter, please call:

HARRY A. JONES, ESQUIRE

(Name of Contact Person)

at

( 321 ) 984-2700

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

<input checked="" type="checkbox"/> \$150.00 Filing Fees ( \$25 for Conversion & \$125 for Articles of Organization )	<input 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
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**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

MARK L. TATE & NANCY McCOMBS

618 Cocoa Isles Blvd  
Cocoa Beach, FL 32931

January 31, 2011

FILED  
2011 FEB -3 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32301

Re: Articles of Organization of SEABREEZE SALES, LLC

Dear Sir/Madam:

Enclosed find an original and one copy of Certificate of Conversion for Other Business Entity as well as Articles of Organization for the above-captioned Limited Liability Company, together with check in the sum of **\$150.00** made payable to **Florida Department of State** to cover your filing fees.

Please stamp the copy of the Certificate of Conversion and Articles of Organization with the date received in your office and return to the undersigned in the self-addressed stamped envelope attached.

Thank you for your assistance in this matter.

Very truly yours,

Mark L. Tate

Enclosures: As Noted

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

FILED  
2011 FEB -3 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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:

SEABREEZE SALES, 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 May 3, 1985  
(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**:

SEABREEZE SALES, 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.

Signed this 1<sup>ST</sup> day of February, 2011.

**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: \_\_\_\_\_

Printed Name: MARK L. TATE

Title: MANAGER

**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: \_\_\_\_\_

Printed Name: NANCY O. McCOMBS

Title: PRESIDENT/DIRECTOR

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

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

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

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

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

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

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

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

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

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

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

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**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  
OF  
SEABREEZE SALES, LLC**

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2011 FEB -3 PM 4:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Organization and intending to form and create a Limited Liability Company pursuant to the statutes of the State of Florida, does hereby state and certify the following:

**ARTICLE I.**

The name of the Limited Liability Company shall be SEABREEZE SALES, LLC.

**ARTICLE II.**

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

**Principal Office Address:**

2170 W Highway 520, Unit C-1  
Cocoa, FL 32926

**Mailing Address:**

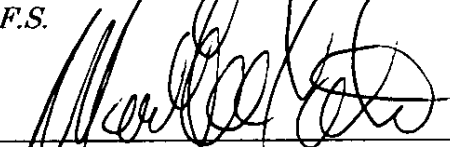
2170 W Highway 520, Unit C-1  
Cocoa, FL 32926

**ARTILCE III.**

The name and street address of the initial registered agent of the Limited Liability Company in the State of Florida is:

MARK L. TATE  
2170 W Highway 520, Unit C-1  
Cocoa, FL 32926.

*Having been named as registered agent and to accept services 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)

#### ARTICLE IV.

The Limited Liability Company shall be managed by its manager(s) and the activities of the Limited Liability Company shall be conducted as a Manager-managed company in accordance with the terms of the Limited Liability Company Operating Agreement.

The Limited Liability Company shall have the right to add additional members according to the terms of the Limited Liability Company Operating Agreement.

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

Title:

Name and Address:

"MGR" = Manager

"MGRM" = Managing Member

MGRM

MARK L. TATE  
2170 W Highway 520, Unit C-1  
Cocoa, Fl 32926

MGRM

NANCY O. MCCOMBS  
2170 W Highway 520, Unit C-1  
Cocoa, Fl 32926

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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#### ARTICLE V.

This Limited Liability Company shall exist perpetually.

  
\_\_\_\_\_  
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. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

MARK L. TATE

Typed or printed name of signee