

L11000027360

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

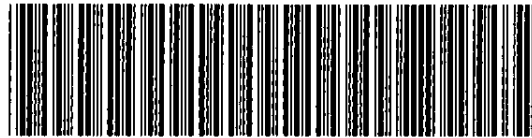
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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RECEIVED
11 MAR -4 PM 1:45
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 MAR -4 PM 4:11

B. KOHR
MAR - 4 2011
EXAMINER

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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CONTACT: Kim Weidenbach

DATE: 03/04/11

REF. #: 000321.143924

CORP. NAME: CARACOLE, INC. converting into: CARACOLE, LLC

- | | | |
|----------------------------------------------------------------------|-------------------------------------------------|--------------------------------------------------|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input checked="" type="checkbox"/> OTHER: CERTIFICATE OF CONVERSION | | |

STATE FEES PREPAID WITH CHECK# 538783 FOR \$ 180.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|----------------------------------------------------|-------------------------------------------------------|---------------------------------------------|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

**CERTIFICATE OF CONVERSION
FOR
FLORIDA CORPORATION
INTO
FLORIDA LIMITED LIABILITY COMPANY**

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
11 MAR -4 PM 4: 11

This Certificate of Conversion and the attached Articles of Organization are submitted to convert Caracole, Inc., a Florida corporation, into a Florida limited liability company in accordance with Section 608.439 of the Florida Limited Liability Company Act and Section 607.1112 and 607.1113 of the Florida Business Corporation Act.

1. The name of the Florida corporation converting into a Florida limited liability company immediately prior to the filing of this Certificate of Conversion is Caracole, Inc. (the "Company").

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2. The name of the Florida limited liability company into which the Company has been converted as set forth in the attached Articles of Organization is Caracole, LLC.

3. The Company is a corporation which was formed under the laws of the State of Florida on July 21, 1986.

4. The Company has been converted into a Florida limited liability company in compliance with the Florida Business Corporation Act and the conversion complies with the applicable provisions of the Florida Limited Liability Company Act.

5. The plan of conversion was approved by the Company in accordance with the Florida Business Corporation Act.

6. The address, including street and number, of the principal office of Caracole, LLC under the laws of the state of Florida is 8224 SW 28th Place, Gainesville, Florida, 32608.

7. The conversion shall become effective at the time of filing this Certificate of Conversion with the Office of the Department of State of the State of Florida.

Signed this 2nd day of March, 2011.

SIGNATURE FOR THE COMPANY AND
LIMITED LIABILITY COMPANY:



Joseph C. Gauthen, President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 MAR -4 PM 4:11

ARTICLES OF ORGANIZATION
OF
CARACOLE, LLC
(A Florida Limited Liability Company)

ARTICLE I
NAME

The name of the limited liability company (the "Company") is: CARACOLE, LLC


ARTICLE II
ADDRESS

The mailing address and street address of the principal office of the Company is: 8224 SW 28th Place, Gainesville, FL 32608.

ARTICLE III
INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Company's initial registered agent is: Joseph C. Cauthen, 8224 SW 28th Place, Gainesville, FL 32608.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 2nd day of March, 2011.



Joseph C. Cauthen

**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of the Florida Limited Liability Company Act, the undersigned submits the following statement in accepting the designation as registered agent of **CARACOLE, LLC**, a Florida limited liability company (the "Company"), in the Company's Articles of Organization:

Having been named as registered agent and to accept service of process for the Company at the registered office designated in the Company's Articles of Organization, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Acceptance this 2ND day of March, 2011.

By: _____

Name: Joseph C. Caughen