

L11000070355

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

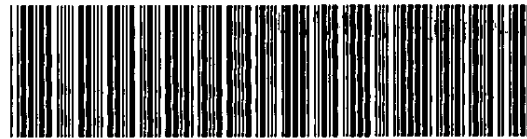
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L. SELLERS

JUN 16 2011

EXAMINER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

kenneth a. wenzel, p.a.
kwenzel@hnrwlaw.com
d - 561.862.4118
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June 13, 2011

Via UPS Ground Delivery - (850) 245-6051

Registration Section
Florida Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Nassau Ventures LLC – Conversion of Other Business Entity to
Florida Limited Liability Company

Ladies and Gentlemen:

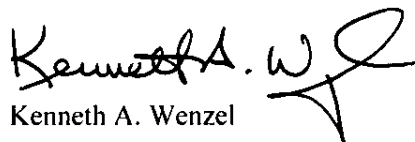
With reference to the above captioned entity, included are the following items:

1. Signed State of Florida Certificate of Conversion for "Other Business Entity" into Florida Limited Liability Company.
2. Articles of Organization for formation of Nassau Ventures LLC, a Florida limited liability company.
3. Check in the amount of \$180 payable to the Florida Department of State which represents the filing fee for the enclosed Certificate of Conversion, the Articles of Organization and a Certified Copy of same.

Please file the enclosed Certificate of Conversion and Articles of Organization and return the certified copy to the undersigned. We are submitting the necessary documentation for conversion of the LLC to the Delaware Secretary of State simultaneously with this submission to your office. Thank you.

Very Truly Yours,

Hankins Northwood Roman Wenzel P.L.


Kenneth A. Wenzel

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:

NASSAU VENTURES LLC

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a LIMITED LIABILITY COMPANY

(Enter entity type. Example: corporation, limited partnership,
general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of DELAWARE

(Enter state, or if a non-U.S. entity, the name of the country)

on MARCH 26, 2003

(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:

NASSAU VENTURES LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: DATE OF FILING

(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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TALLAHASSEE, FLORIDA

Signed this 6 day of June 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: [Signature]
Printed Name: DONALD E. BAKER 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: [Signature]
Printed Name: DONALD E. BAKER Title: MANAGER

Signature: _____
Printed Name: _____ Title: _____

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)

ARTICLES OF ORGANIZATION

OF

NASSAU VENTURES LLC

ARTICLE I
NAME

The name of the limited liability company is NASSAU VENTURES LLC (the "Company").

ARTICLE II
ADDRESS

The mailing address and the street address of the principal office of the Company are 1515 S. Federal Highway, Suite 201, Boca Raton, Florida 33432.

ARTICLE III
INITIAL REGISTERED AGENT

The name and street address of the initial registered agent for service of process of the Company in the State of Florida are:

Hankins Northwood Roman Wenzel P.L.
1800 N. Military Trail, Suite 160
Boca Raton, Florida 33431

IN WITNESS WHEREOF, the undersigned made and executed these Articles of Organization this 13 day of JUNE, 2011.

Kenneth A. Wenzel
Kenneth A. Wenzel, Authorized
Representative

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE AGENT**

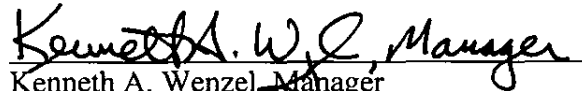
PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE BELOW NAMED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is NASSAU VENTURES LLC.
2. The name and Florida street address of the registered agent and office are:

Hankins Northwood Roman Wenzel P.L.
1800 N. Military Trail, Suite 160
Boca Raton, Florida 33431

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, the undersigned hereby 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 it is familiar with and accepts the obligations of its position as registered agent.

Hankins Northwood Roman Wenzel P.L.


Kenneth A. Wenzel, Manager