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(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

G. MCLEOD  
JUL 29 2011  
EXAMINER

**GASSMAN, BATES & ASSOCIATES, P.A.**  
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- \*\* CERTIFIED PUBLIC ACCOUNTANT
- \*\*\* LL.M. IN ESTATE PLANNING
- † CERTIFIED CIRCUIT COURT MEDIATOR

July 27, 2011  
**VIA UPS**

Florida Department of State / Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Dear Sirs/Madams:

Attached for filing please find a Certificate of Conversion and Articles of Organization whereby THE BUYING COACH CORPORATION, a Florida corporation, will convert into THE BUYING COACH, L.L.C., a Florida limited liability company.

Also attached please find a check made payable to the Department of State in the amount of \$150.00 for filing fees.

Please provide our office with confirmation of filing in the enclosed self-addressed, stamped envelope.

Please contact me if you have any questions on the attached.

Best personal regards,



Alan S. Gassman

ASG:\*tja  
Enclosures  
**SASE**

cc: Anthony Brock (w/ encl. via email [abrock@thebuyingcoach.com](mailto:abrock@thebuyingcoach.com))

**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:

THE BUYING COACH CORPORATION

(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 \_\_\_\_\_

(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**:

THE BUYING COACH, L.L.C.

(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.

FILED  
11 JUL 28 PM 12:06  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

Signed this 27 day of July 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: Anthony H. Brock 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: Anthony H. Brock Title: President

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 FOR FLORIDA LIMITED LIABILITY COMPANY**

### **ARTICLE I - Name:**

The name of the Limited Liability Company is: THE BUYING COACH, L.L.C.

### **ARTICLE II - Address:**

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

1986 Sunset Meadow Drive  
Suite C  
Clearwater, FL 33763

### **ARTICLE III - Written Operating Agreement**

Any operating agreement entered into by the Members of the Limited Liability Company, and any amendments or restatements thereof, shall be in writing, and shall govern all matters relating to the governance of the affairs of the Limited Liability Company, the conduct of its business and the relations of its Members, including without limitation, the amendment of these Articles. No oral agreement among any of the Members or Managers of the Limited Liability Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, any written operating agreement of the Limited Liability Company, as amended and in existence from time to time.

### **ARTICLE IV - Manager(s) or Managing Member(s):**

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

MGR: ANTHONY BROCK  
1986 Sunset Meadow Drive, Suite C  
Clearwater, FL 33763

### **ARTICLE V - Registered Agent, Registered Office, & Registered Agent's Signature:**

The name and the Florida street address of the registered agent are:

**Alan S. Gassman**  
Name  
**1245 Court Street, Suite 102**  
Florida street address (P.O. Box NOT acceptable)  
**Clearwater, FL 33756**  
City, State, and Zip

Audit Fax No: \_\_\_\_\_

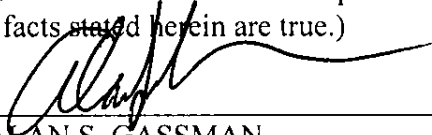
*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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

**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.)



\_\_\_\_\_  
ALAN S. GASSMAN

J:\B\Brock, Anthony\The Buying Coach, L.L.C\Articles of Org. 1a.wpd  
jas\*tja 7/27/11