

L11000136776

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

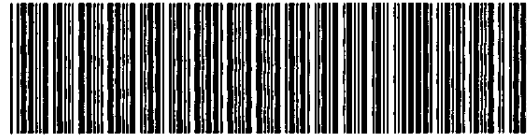
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Asher Palm Beach, 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:

Joshua A. Payne

(Contact Person)

Geary & Payne, P.A.

(Firm/Company)

120 S. Olive Avenue, Suite 502

(Address)

West Palm Beach, Florida 33401

(City, State and Zip Code)

jpayne@gearypaynelaw.com

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

For further information concerning this matter, please call:

Joshua A. Payne

(Name of Contact Person)

at (561) 805-9555

(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 |
|--|---|---|--|

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

CERTIFICATE OF CONVERSION

-- FOR --

**ASHER PALM BEACH, INC.,
a Florida corporation**

-- INTO --

**ASHER PALM BEACH, LLC
a 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 § 608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

Asher Palm Beach, Inc.

2. The "Other Business Entity" is a corporation first organized, formed or incorporated under the laws of the State of Florida on September 21, 2011.

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: N/A

4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization:

Asher Palm Beach, LLC

5. If not effective on the date of filing, enter the effective date: December 2, 2011. (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

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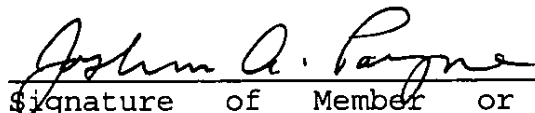
with such law(s) and the requirements of § 608.439, F.S., in effecting the conversion.

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 1st day of December, 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 § 817.155, F.S.



Signature of Member or Authorized Representative

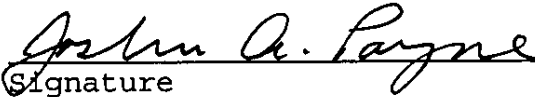
Printed Name: Joshua A. Payne

Title: Authorized Representative of a Member

ASHER PALM BEACH, LLC

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 § 817.155, F.S. [See below for required signature(s).]



Signature

Printed Name: Joshua A. Payne

Title: Vice President

ASHER PALM BEACH, INC.

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION FOR FLORIDA
LIMITED LIABILITY COMPANY**

ARTICLE I - Name

The name of the Limited Liability Company is:

Asher Palm Beach, LLC

ARTICLE II - Address

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

169 Tequesta Drive, Suite 23E
Tequesta, Florida 33469

ARTICLE III - Duration

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - Management

The Limited Liability Company is to be managed by the members and the name and address of each member or managing member is:

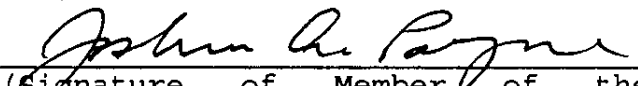
<u>Title</u>	<u>Name and Address</u>
Member	Robbins Asher, LLC 169 Tequesta Drive, Suite 23E Tequesta, Florida 33469
Member	Franchise Asher, LLC 169 Tequesta Drive, Suite 23E Tequesta, Florida 33469

ARTICLE V - Registered Agent

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

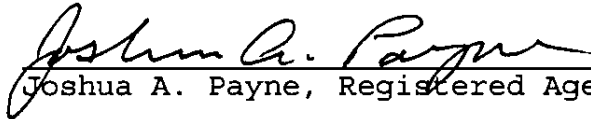
Joshua A. Payne, Esquire
Geary & Payne, P.A.
120 S. Olive Avenue, Suite 502
West Palm Beach, Florida 33401

12/1/11


(Signature of Member of the
Authorized Representative of a
Member)

REGISTERED AGENT ACCEPTANCE

Having been named 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.


Joshua A. Payne, Registered Agent