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2011 DEC 28 AM 10:38

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C. LEWIS  
DEC 30 2011  
EXAMINER

**MARLOWE & WEATHERFORD, P.A.**

*Attorneys and Counselors at Law*  
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WINTER PARK, FLORIDA 32789-3738  
(407) 629-5008

MICHAEL L. MARLOWE  
WILLIAM P. WEATHERFORD, JR.  
BRADLEY K. ALLEY

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PLEASE REPLY TO:  
POST OFFICE DRAWER 2366  
WINTER PARK, FLORIDA 32790-2366  
FACSIMILE (407) 740-0310

December 27, 2011

**VIA FEDEX**

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

Re: Fun Planners, LLC

Dear Sir or Madam:

Enclosed with this letter are the Certificate of Conversion and Articles of Organization for Fun Planners, LLC. Also enclosed is our check for the sum of \$150.00 to pay the filing fees.

Thank you for your assistance in this matter.

Very truly yours,



William P. Weatherford, Jr.

WPWjr/ddd  
Enclosures

**CERTIFICATE OF CONVERSION  
FOR  
FUN PLANNERS, INC.  
INTO  
FUN PLANNERS, LLC**

FILED  
2011 DEC 28 AM 10:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to section 608.439, Florida Statutes, FUN PLANNERS, INC., a Florida corporation, an "other business entity," hereby submits the attached articles of organization and this certificate of conversion to convert into a Florida limited liability company:

1. The name of the "other business entity" immediately prior to conversion into the Florida limited liability company by the filing of this Certificate of Conversion is: FUN PLANNERS, INC. which is a Florida for profit corporation. FUN PLANNERS, INC. was incorporated as a Florida corporation on effective March 18, 2002 and assigned document number P02000029050.
2. The name of the Florida limited liability company as set forth in the attached Articles of Organization is FUN PLANNERS, LLC.
3. FUN PLANNERS, INC. has converted into an "Other Business Entity" in compliance with Florida Statutes Chapter 607 and the conversion complies with the applicable law governing the "Other Business Entity," which is Florida Statutes Chapter 608.
4. The Plan of Conversion was adopted and approved by the board of directors and shareholders of FUN PLANNERS, INC. in the same manner as a merger of a domestic corporation under s. 607.1103.
5. No shareholder of FUN PLANNERS, INC. shall be a general partner of the Florida limited liability company so no consent was required under Florida Statutes §607.1112(6). FUN PLANNERS, LLC is a limited liability company and not a general partnership or limited partnership.
6. This conversion shall be effective under the laws governing the "Other Business Entity" on January 1, 2012.
7. This conversion shall be effective in Florida on January 1, 2012.
8. The conversion is permitted by the applicable law(s) governing FUN PLANNERS, INC., 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.
9. FUN PLANNERS, INC. currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

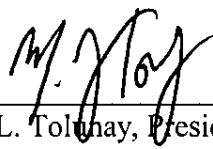
10. FUN PLANNERS, LLC has agreed to pay any shareholders having appraisal rights, if any, the amount to which they are entitled under ss. 607.1301-607.1333.

11. The principal office address of FUN PLANNERS, LLC, shall be:

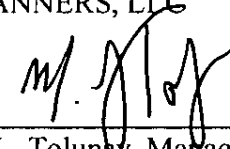
626 Cooper Industrial Parkway  
Apopka, Florida 32703

DATED as of December 15, 2011.

FUN PLANNERS, INC.

By:   
Maria L. Tolunay, President

FUN PLANNERS, LLC

By:   
Maria L. Tolunay, Manager

2011 DEC 28 AM 10:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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EXHIBIT "A"

PLAN OF CONVERSION OF  
FUN PLANNERS, INC.  
WITH AND INTO  
FUN PLANNERS, LLC

2011 DEC 28 AM 10:58

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. FUN PLANNERS, INC., a Florida corporation shall convert into FUN PLANNERS, LLC, a Florida limited liability company.

2. Upon the consummation of the conversion of FUN PLANNERS, INC. into FUN PLANNERS, LLC, the separate existence of FUN PLANNERS, INC. shall cease. FUN PLANNERS, LLC, as the surviving entity, shall continue to exist by virtue of the laws of the State of Florida. The title to all property of every description, whether real or personal, and all interests, rights, privileges, powers and franchises of FUN PLANNERS, INC. shall not be affected by the conversion and upon the conversion, FUN PLANNERS, LLC, without further act or deed and without reversion or impairment, shall own and possess all the property of every description, real or personal, and all interests, rights, privileges, powers and franchises of FUN PLANNERS, INC. prior to the conversion as provided §607.1114 of the Florida Statutes. Further, as provided in §607.1114 of the Florida Statutes, all rights of creditors and any person or persons dealing with FUN PLANNERS, INC. shall be preserved and remain unimpaired by the conversion, all liens upon the properties of FUN PLANNERS, INC. shall be preserved and remain unimpaired by the conversion, and all debts, liabilities, obligations and duties of FUN PLANNERS, INC. shall henceforth attach to FUN PLANNERS, LLC and may be enforced against FUN PLANNERS, LLC to the same extent as if such obligations and duties has been incurred by FUN PLANNERS, LLC. Additionally, any existing claim or action or proceeding pending by or against FUN PLANNERS, INC. or FUN PLANNERS, LLC may be continued as if the conversion did not occur or FUN PLANNERS, LLC may be substituted in such proceedings for FUN PLANNERS, INC.

3. The manner and basis of converting the shares of FUN PLANNERS, INC. into units of membership interest of FUN PLANNERS, LLC are as follows:

a. At the effective date of the conversion, each share of common stock of FUN PLANNERS, INC. issued and outstanding shall be converted into ten (10) units of membership interest of FUN PLANNERS, LLC.

4. The Articles of Organization of FUN PLANNERS, LLC in effect at the time of the conversion shall remain unchanged as a result of the conversion and shall continue as the Articles of Organization of FUN PLANNERS, LLC

5. The effective date of the conversion shall be as of January 1, 2012.

6. Neither FUN PLANNERS, INC. nor FUN PLANNERS, LLC is subject the law of any jurisdiction other than the State of Florida.

**ARTICLES OF ORGANIZATION FOR  
FUN PLANNERS, LLC,  
a FLORIDA LIMITED LIABILITY COMPANY**

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2011 DEC 28 AM 10:58

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned member or authorized representative of a member pursuant to Chapter 608 of the Florida Statutes, hereby forms a limited liability company under the laws of the State of Florida and adopts the following Articles of Organization for such Limited Liability Company:

**ARTICLE I - Name:**

The name of the Limited Liability Company is FUN PLANNERS, LLC.

**ARTICLE II - Address:**

The mailing address and street address of the principal office of the Limited Liability Company is 626 Cooper Industrial Parkway, Apopka, Florida 32703.

**ARTICLE III - Duration:**

The period of duration for the Limited Liability Company shall be perpetual commencing on January 1, 2012.

**ARTICLE IV - Management:**

The Limited Liability Company is to be managed by managers and the name and address of the initial manager who shall serve until her successors are elected and have qualified are:

<u>Name</u>	<u>Address</u>
Maria L. Tolunay	626 Cooper Industrial Parkway Apopka, Florida 32703
Kemal Tolunay	626 Cooper Industrial Parkway Apopka, Florida 32703

**ARTICLE V - Admission of Additional Members:**

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be with the affirmative vote of a majority of the Members.

**ARTICLE VI - Members Rights to Continue Business:**

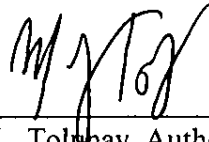
The right, if given, of the remaining members of the limited liability company to continue the

business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be only with the affirmative vote of a majority of the remaining Members.

#### ARTICLE VII - Initial Registered Office and Registered Agent

The initial street address of the registered office of this Limited Liability Company in the State of Florida shall be 1150 Louisiana Avenue, Suite 4, Winter Park, Florida 32789. The Members may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Limited Liability Company at that address is William P. Weatherford, Jr. The Members may from time to time designate a new registered agent.

IN WITNESS WHEREOF, the undersigned member or authorized representative of a member has made and subscribed these Articles of Organization at Apopka, Florida, this 27<sup>th</sup> day of December, 2011.



Maria L. Tolnay, Authorized Agent

Having been named as registered agent for the above mentioned Limited Liability Company, at the place designated in the foregoing Articles of Organization, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of my position as registered agent.



Signature: \_\_\_\_\_  
William P. Weatherford, Jr.

Date: Dec 27, 2011

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA