

L12000002047

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



000212642390

12/27/11--01049--006 \*\*150.00

EFFECTIVE DATE 01-03-12

FILED  
12 JAN - 5 PM 12:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BOSTICK

JAN - 5 2011

EXAMINER

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** BLASS FRANKEL & MARX PLLC  
(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:

STEPHEN A. BLASS

(Contact Person)

BLASS FRANKEL & MARX PLLC

(Firm/Company)

ONE SOUTHEAST THIRD AVENUE, SUITE 2130

(Address)

MIAMI, FL 33131

(City, State and Zip Code)

SBLASS@BFMLEGAL.COM

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

For further information concerning this matter, please call:

STEPHEN BLASS at ( 305 ) 377-9353

(Name of Contact Person)

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- |  |   |   |  |
|--|---|---|--|
| <input checked="" type="checkbox"/> \$150.00 Filing Fees<br>(\$25 for Conversion<br>& \$125 for Articles<br>of Organization) | <input type="checkbox"/> \$155.00 Filing Fees<br>and Certificate of<br>Status | <input type="checkbox"/> \$180.00 Filing Fees<br>and Certified Copy | <input type="checkbox"/> \$185.00 Filing Fees,<br>Certified Copy, and<br>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

STATE  
TALLAHASSEE, FLORIDA

12 JAN -5 PM 12:42

FILED

**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:

BLASS FRANKEL & MARX, P.A.

(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 9/19/1979

(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:

n/a

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

BLASS FRANKEL & MARX PLLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: 1/03/2012

(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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12 JAN -5 PM 12:42  
STATE  
TALLAHASSEE, FLORIDA

Signed this 22nd 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 s.817.155, F.S.

Signature of Member or Authorized Representative: \_\_\_\_\_

Printed Name: James A. Marx

Title: Member 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: Stephen A. Blass

Title: President / Director

Signature: \_\_\_\_\_

Printed Name: James A. Marx

Title: Vice President / Secretary / Director

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)

STATE OF FLORIDA  
TALLAHASSEE

12 JAN -5 PM 12:42

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**ARTICLES OF ORGANIZATION**

**FOR**

**BLASS FRANKEL & MARX PLLC**

**ARTICLE I - Name:**

The name of the Professional Limited Liability Company is: BLASS FRANKEL & MARX PLLC.

**ARTICLE II - Address:**

The mailing address and street address of the principal office of the Limited Liability Company is: One S.E. 3<sup>rd</sup> Avenue, Suite 2130, Miami, Florida 33131.

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

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

**COPROLITE CORPORATION**

One S.E. 3<sup>rd</sup> Avenue

Suite 2130

Miami, FL 33131

*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.*

By: 

James A. Marx, As President

**ARTICLE IV: - Management:**

The Limited Liability Company is to be managed by one or more Managers and is therefore a manager - managed company.

**ARTICLE V: Manager(s) or Managing Member(s):**

The names and addresses of each Manager are:

Stephen Blass  
One SE 3<sup>rd</sup> Avenue  
Suite 2130  
Miami, FL 33131

James Marx  
One SE 3<sup>rd</sup> Avenue  
Suite 2130  
Miami, FL 33131

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16 JAN -5 PM 12:42  
STATE  
TALLAHASSEE, FLORIDA

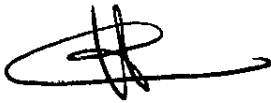
**ARTICLE VI: Effective Date.**

The Effective Date shall be January 3, 2012.

**ARTICLE VII: Indemnification**

The company shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

Signed and dated this 22<sup>nd</sup> day of December, 2011.



James A. Marx,  
Member and Authorized representative

(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.)

James A. Marx  
Typed or printed name of signee

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12 JAN -5 PM 12:43  
STATE  
TALLAHASSEE, FLORIDA

LAW OFFICES  
**BLASS FRANKEL & MARX, P.A.**  
A PROFESSIONAL ASSOCIATION

STEPHEN A. BLASS  
sblass@bfmlegal.com

MELVIN F. FRANKEL  
OF COUNSEL  
mfrankel@bfmlegal.com

JAMES A. MARX  
james@bfmlegal.com

SUITE 2130  
SUNTRUST INTERNATIONAL CENTER  
ONE SOUTHEAST THIRD AVENUE  
MIAMI, FLORIDA 33131  
TELEPHONE (305) 377-9353  
FACSIMILE (305) 371-6934  
FACSIMILE - S. A. BLASS - (305) 372-3670  
FACSIMILE - J. A. MARX - (305) 577-9917

January 5, 2012

**VIA FACSIMILE TRANSMISSION NUMBER 850-245-6030**

MS. BARBARA BOSTICK  
FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
CORPORATE FILINGS  
POST OFFICE BOX 6327  
TALLAHASSEE, FLORIDA 32314

Dear Barbara,

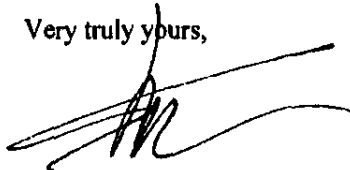
We very much appreciate the advice you provided during our telephone call earlier today. Please be advised that Blass Frankel & Marx P.A. is the successor in interest to our law firm which was initially organized under the name of Blass & Frankel, P.A. in 1979. We have continuously provided legal services as our sole and principle purpose from the date of the original incorporation and we continue to do so presently and for the indefinite future.

Purely for income tax planning, it is more appropriate for us to continue to provide legal services as a professional limited liability company and that is the reason we prepared and filed Articles of Conversion intended to convert our law firm from a professional association to a professional limited liability company effective as at January 3, 2012.

I hereby confirm as the president, director and principal stockholder of Blass Frankel & Marx PA that the sole business purpose of this law firm is to provide legal services. I further confirm that the professional limited liability company which results from the conversion of the professional association will continue to have as its sole purpose the rendering of legal services.

Please confirm that this advice and these confirmations will be sufficient to enable you to complete the conversion process and to permit our law firm to operate as a professional limited liability company. Thank you for your guidance, your understanding and your close cooperation.

Very truly yours,



STEPHEN A. BLASS

SAB/rg

FILED  
12 JAN -5 PM 12:43  
STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 28, 2011

STEPHEN A. BLASS  
BLASS FRANKEL & MARX PLLC  
ONE SOUTHEAST THIRD AVENUE, SUITE 2130  
MIAMI, FL 33131

SUBJECT: BLASS, FRANKEL & MARX, P.A.  
Ref. Number: 641124

We have received your document for BLASS, FRANKEL & MARX, P.A. and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The specific purpose of the entity must be set forth in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6028.

Barbara Bostick  
Regulatory Specialist II

Letter Number: 811A00028729