

L12000022753

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

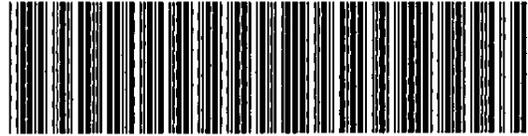
(Business Entity Name)

(Document Number)

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

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Office Use Only



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DIVISION OF CORPORATIONS  
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FEB 16 2012

T. HAMPTON

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** SEMBCO, 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:

Michael D. Tannenbaum, Esq.  
(Contact Person)

\_\_\_\_\_  
(Firm/Company)

2161 Palm Beach Lakes Boulevard., #304  
(Address)

West Palm Beach, FL 33409  
(City, State and Zip Code)

michael@mdtlawoffice.com  
E-mail address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Michael D. Tannenbaum at ( 561 ) 471-1406  
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$150.00 Filing Fees (\$25 for Conversion & \$125 for Articles of Organization)
- \$155.00 Filing Fees and Certificate of Status
- \$180.00 Filing Fees and Certified Copy
- \$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

**MICHAEL D. TANNENBAUM**

*Attorney at Law*

2161 PALM BEACH LAKES BLVD.  
SUITE 304  
WEST PALM BEACH, FLORIDA 33409

Telephone (561) 471-1406

Fax (561) 683-7551

February 10, 2011

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**RE: Sembco, Inc./Sembco, LLC**

Dear Sir or Madam:

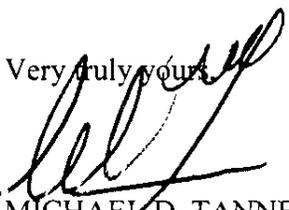
Enclosed please find the following documents:

1. Cover letter.
2. Certificate of Conversion.
3. Articles of Organization.
4. Check in the amount of \$180.00 for the filing fee and a certified copy.
5. Self-addressed envelope.

Kindly file the above documents and return the certified copy in the envelope provided.

Thank you for your cooperation in this matter. If you have any questions, please contact me.

Very truly yours,

  
MICHAEL D. TANNENBAUM

MDT/pr  
Enclosures

**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:

SEMBCO, INC.

(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 January 1, 1975

(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**:

SEMBCO, LLC

(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.

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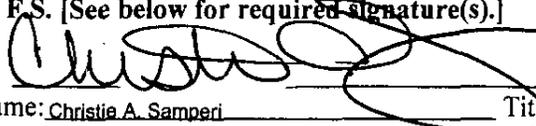
Signed this 10<sup>th</sup> day of February 2012.

**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: Wallace C. Sease Title: President

**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: Christia A. Samperi Title: ST

Signature:   
Printed Name: Karl Strack Title: v

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)

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

**ARTICLE I - Name:**

The name of the Limited Liability Company is:

SEMBCO, LLC

(Must end with the words "Limited Liability Company, the abbreviation "L.L.C.," or the designation "LLC.")

**ARTICLE II - Address:**

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

**Principal Office Address:**

**Mailing Address:**

3450 Dr. Martin Luther King Blvd.

3450 Dr. Martin Luther King Blvd.

Riviera Beach, FL 33404

Riviera Beach, FL 33404

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

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

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

Wallace C. Sease

Name

3450 Dr. Martin Luther King Blvd.

Florida street address (P.O. Box **NOT** acceptable)

Riviera Beach

FL 33404

City, State, and Zip

*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 (REQUIRED)

(CONTINUED)

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

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

**Title:**

"MGR" = Manager

"MGRM" = Managing Member

**Name and Address:**

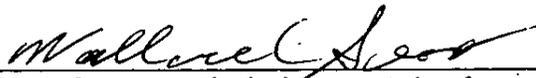
MGR	Wallace C. Sease 3450 Dr. Martin Luther King Blvd. Riviera Beach, FL 33404
MGR	Christie A. Samperi 3450 Dr. Martin Luther King Blvd. Riviera Beach, FL 33404
MGR	Karl Strack 3450 Dr. Martin Luther King Blvd. Riviera Beach, FL 33404

(Use attachment if necessary)

**ARTICLE V:** Effective date, if other than the date of filing: \_\_\_\_\_  
(OPTIONAL)

(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 Certificate of Conversion, if an effective date listed therein.)

**REQUIRED 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. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Wallace C. Sease  
Typed or printed name of signee

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