

**L12000075359**

\_\_\_\_\_  
(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:

**JUN 06 2012**

**L. SELLERS**

Office Use Only



**900235674089**

06/05/12--01006--024 \*\*180.00

RECEIVED  
DEPARTMENT OF STATE

**FILED**

12 JUN -5 AM 11:29

12 JUN -5 AM 11:18

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CORP DIRECT AGENTS, INC. (formerly CCRS)  
515 EAST PARK AVENUE  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

CONTACT: KATIE WONSCH

DATE: 06/05/2012

REF. #: 000162.167542

CORP. NAME: C&D FACTORY DIRECT, INC. into C&D FACTORY DIRECT, LLC

- |   |   |  |
|---|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION    | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT                | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION        | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT                | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION  |   |  |
| <input checked="" type="checkbox"/> OTHER: CONVERSION |   |  |

STATE FEES PREPAID WITH CHECK# 544662 FOR \$ 180.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- |  |   |   |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS     |   |   |

Examiner's Initials

**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 Section 608.439, Florida Statutes.

The name of the Other Business Entity immediately prior to the filing of this Certificate of Conversion is **C&D Factory Direct, Inc.** (Florida Document Number P01000084740). The Other Business Entity was incorporated under the laws of the State of Florida on August 27, 2001.

The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is **C&D Factory Direct, LLC.**

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 Section 608.439, Florida Statutes.

The Other Business Entity currently exists on the official records of the jurisdiction under which it is currently incorporated.


The conversion shall be effective in Florida on June 5, 2012.

[Signatures appear on next page]

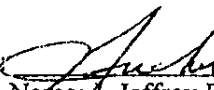
**FILED**  
12 JUN -5 AM 11:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Executed as of: June 5, 2012

C&D FACTORY DIRECT, LLC

By:   
Name: J. Jeffrey Fischer  
Title: Authorized Representative

C&D FACTORY DIRECT, INC.

By:   
Name: J. Jeffrey Fischer  
Title: Officer

**FILED**

12 JUN -6 AM 11:10

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION**

**OF**

**C&D FACTORY DIRECT, LLC**

The undersigned executes these Articles of Organization of C&D FACTORY DIRECT, LLC to form a limited liability company pursuant to the Florida Limited Liability Company Act:

**ARTICLE I. NAME**

The name of the limited liability company is: C&D FACTORY DIRECT, LLC.

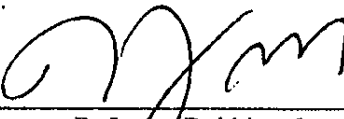
**ARTICLE II. ADDRESS**

The mailing and street address of the principal office of the limited liability company is 6601 Adamo Drive, Tampa, Florida 33619.

**ARTICLE III. INITIAL REGISTERED AGENT AND OFFICE**

The street address of the initial registered office of the limited liability company is 101 E. Kennedy Blvd., Suite 3700, Tampa, Florida 33602, and the name of the limited liability company's initial registered agent at that address is R. James Robbins, Jr.

*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.*

  
\_\_\_\_\_  
R. James Robbins, Jr.

**ARTICLE IV. MANAGEMENT OF COMPANY**

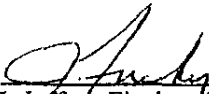
The limited liability company is a manager-managed limited liability company.

**ARTICLE V. EFFECTIVE DATE**

The effective date of these Articles of Organization is June 5, 2012.

**EXECUTED:** June 5, 2012

Southern States Enterprises, Inc.  
a Florida corporation, its member

By:   
J. Jeffrey Fischer, President