

L12000124006

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

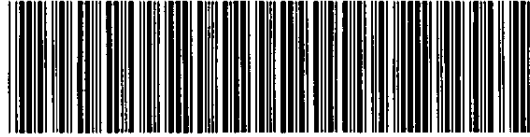
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Hepco Medical, LLC
Name of Limited Liability Company

Dear Sir or Madam:

The enclosed Articles of Interest Exchange and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

John W. Waechter
Name of Person
Englander Fischer
Firm/Company
721 1st Ave N
Address
St. Petersburg, FL 33701
City/State and Zip Code

chanley@eflegal.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

John W. Waechter at (727) 898-7210
Name of Person Area Code Daytime Telephone Number

STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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Important Notice: Pursuant to s. 605.0212 (11), F.S., as a condition of an interest exchange between a limited liability company and another entity under s. 605.1031, the limited liability company and each other entity that is a party to the interest exchange which exists under the laws of this state, and each party to the interest exchange which exists under the laws of another jurisdiction and has a certificate of authority to transact business or conduct its affairs in this state, must be active and current in filing its annual reports in the records of the department through December 31 of the calendar year in which the articles of interest exchange are submitted to the department for filing.

ARTICLES OF INTEREST EXCHANGE

Pursuant to section 605.1035, Florida Statutes, I hereby submit the following Articles of Interest Exchange:

FIRST: The name of the acquired limited liability company is: Hepco Medical, LLC

The document number of the acquired entity is: L1000124006

SECOND: The name of the acquiring entity is: Hepco Holdings, LLC

The jurisdiction of formation of the acquiring entity is: Delaware

If applicable, the document number of the acquiring entity is: _____

The acquiring entity is a: Limited liability company
(entity type: corp, llc, lp etc.)

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THIRD: The plan of interest exchange was approved by the acquired limited liability entity in accordance with the provisions of ss. 605.1031-605.1036 and by each member of such limited liability company, as a result of the interest exchange, will have interest holder liability under s. 605.1033(1)(b) and whose approval is required.

FOURTH: The amendments, if any, to the acquired limited liability company's public organic record approved as part of the plan of interest exchange are attached.

(Check One)

- FIFTH: The plan of interest exchange was approved by each acquiring entity that is a party to the interest exchange in accordance with the organic laws in its jurisdiction of formation, or
- The plan of interest exchange approval was not required

SIXTH: The acquiring entity has agreed to pay to any members of the acquired entity with appraisal rights the amount to which such members are entitled under ss. 605.1006 and 605.1061-605.1072.

SEVENTH: The effective date of the interest exchange, if the effective date of the interest exchange is not the same as the date of filing of the articles of interest exchange, subject to the limitations in s. 605.0207 is

(Effective date cannot be prior to the date of filing or more than 90 days after the date of filing)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Signature of Authorized person-Acquired LLC

Signature of Authorized person- Acquiring Entity

Timothy L. Landt

Typed or printed name of signature

Timothy L. Landt

Typed or printed name of signature

Filing Fee: \$25.00
Certified copy: \$30.00 (optional)

PLAN OF INTEREST EXCHANGE

Hepco Medical, LLC,
a Florida limited liability company
(Acquired Company)

And

Hepco Holdings, LLC,
a Delaware limited liability company
(Acquiring Company)

A) Name of the acquired entity

Hepco Medical, LLC,
a Florida limited liability company

B) Name, jurisdiction of formation, and type of entity of the acquiring entity

Hepco Holdings, LLC,
a Delaware limited liability company

C) The manner and basis of converting the interests and the rights to acquire interests of the members of each limited liability company that is to be an acquired entity into interests, securities, obligations, money, other property, rights to acquire interests or securities, or any combination of the foregoing.

Hepco Medical, LLC has one thousand (1,000) membership units outstanding and is owned by the following members ("**Members**"):

Timothy L. Landt	400 units
E. James Mueller	300 units
Robert Mueller	300 units

Each of the Members will exchange their membership units in Hepco Medical, LLC for an equal number of membership units in Hepco Holdings, LLC and simultaneously assign their respective membership units in Hepco Holdings, LLC to limited liability companies controlled by each of them, respectively, as follows.

Timothy L. Landt	Hepco Ventures, LLC
E. James Mueller	Kitty Hawk, LLC
Robert Mueller	Mueller Holding Group, LLC

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D) If the acquired entity is a domestic limited liability company, any proposed amendments to or restatements of its public organic record or any amendments to or restatements of its private organic rules that are or are proposed to be in a record and all such amendments or restatements are effective at the effective date of the interest exchange.

The authorized members of Hepco Medical, LLC are Asher B. Gil and Timothy L. Landt. Effective on the effective date of the interest exchange, the authorized member will be Hepco Holdings, LLC.

E) The other terms and conditions of the interest exchange.

None

F) Any other provision required by the law of an acquired entity's jurisdiction of formation, the organic rules of the acquired entity, the organic rules of an acquiring entity, or the law of the jurisdiction of formation of the acquiring entity.

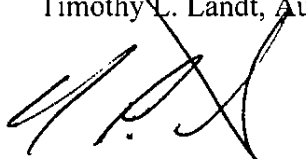
None

Hepco Medical, LLC, a Florida
limited liability company

By: Hepco Holdings, LLC
Authorized Member



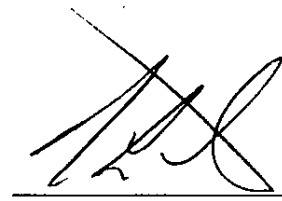
Timothy L. Landt, Authorized Member



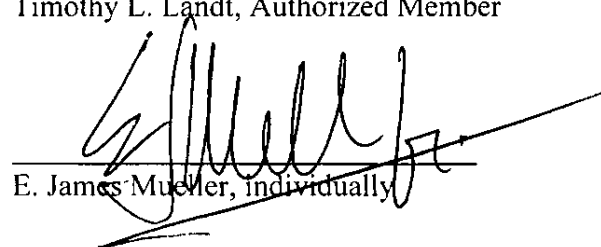
Timothy L. Landt, individually

Robert Mueller, individually

Hepco Holdings, LLC, a Delaware
limited liability company



Timothy L. Landt, Authorized Member



E. James Mueller, individually

D) If the acquired entity is a domestic limited liability company, any proposed amendments to or restatements of its public organic record or any amendments to or restatements of its private organic rules that are or are proposed to be in a record and all such amendments or restatements are effective at the effective date of the interest exchange.

The authorized members of Hepco Medical, LLC are Asher B. Gil and Timothy L. Landt. Effective on the effective date of the interest exchange, the authorized member will be Hepco Holdings, LLC.

E) The other terms and conditions of the interest exchange.

None

F) Any other provision required by the law of an acquired entity's jurisdiction of formation, the organic rules of the acquired entity, the organic rules of an acquiring entity, or the law of the jurisdiction of formation of the acquiring entity.

None

Hepco Medical, LLC, a Florida
limited liability company

Hepco Holdings, LLC, a Delaware
limited liability company


By: Hepco Holdings, LLC
Authorized Member

Timothy L. Landt, Authorized Member

Timothy L. Landt, Authorized Member

Timothy L. Landt, individually

E. James Mueller, individually



Robert Mueller, individually

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