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DIVISION OF CORPORATIONS
2012 OCT 16 PM 1:07

C. LEWIS
OCT 17 2012
EXAMINER

GASSMAN, BATES & ASSOCIATES, P.A.
ATTORNEYS AT LAW

ALAN S. GASSMAN **
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- * LL. M. IN TAXATION
- + BOARD CERTIFIED LAWYER IN
WILLS, TRUSTS AND ESTATES
- ** CERTIFIED PUBLIC ACCOUNTANT
- *** LL.M. IN ESTATE PLANNING
- † CERTIFIED CIRCUIT COURT MEDIATOR

October 15, 2012
VIA UPS

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

Dear Sir/Madam:

Enclosed for filing please find a Certificate of Conversion and Articles of Organization whereby HOLTZMAN FAMILY LIMITED PARTNERSHIP, a Nevada limited partnership, will convert into HOLTZMAN FAMILY, L.L.C., a Florida limited liability company.

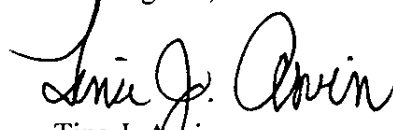
Please note the effective date for this filing is October 17, 2012.

Also enclosed please find a check made payable to Department of State in the amount of \$150.00 for filing fees.

Please return the filed document to our office.

Please contact me if you have any questions on the attached.

Best regards,



Tina J. Arvin
Florida Registered Paralegal

:tja

Enclosures

cc: Edward and Mary Holtzman (w/ encl. via email Eholtz0731@aol.com)
John Davidson, CPA (w/ encl. via email jd@djcp.com)



Department of State

October 15, 2012

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TREASURY DEPARTMENT NOTICE: TO THE EXTENT THAT THIS MESSAGE OR ANY ATTACHMENT CONCERNS TAX MATTERS, IT IS NOT INTENDED TO BE USED AND CANNOT BE USED BY A TAXPAYER FOR THE PURPOSE OF AVOIDING PENALTIES THAT MAY BE IMPOSED BY LAW.

J:\HOLTZMAN\Conversion of Holtzman FLP (NV) into Holtzman Family, L.L.C. (FL)\Florida Filing Letter.1.wpd
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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:

HOLTZMAN FAMILY LIMITED PARTNERSHIP

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a LIMITED PARTNERSHIP

(Enter entity type. Example: corporation, limited partnership, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of NEVADA

(Enter state, or if a non-U.S. entity, the name of the country)

on 04/30/1997

(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**:

HOLTZMAN FAMILY, L.L.C.

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: 10/17/2012

(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.

Signed this 9th day of October 2012.

Signature of Member or Authorized Representative of Limited Liability Company:

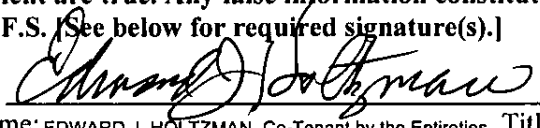
Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

Signature of Member or Authorized Representative: 

Printed Name: ALAN S. GASSMAN

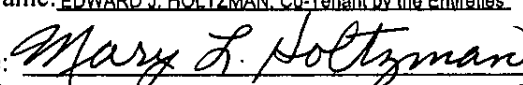
Title: Authorized Representative

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: EDWARD J. HOLTZMAN, Co-Tenant by the Entireties

Title: General Partner

Signature: 

Printed Name: MARY L. HOLTZMAN, Co-Tenant by the Entireties

Title: General Partner

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)

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

HOLTZMAN FAMILY, L.L.C.

(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:

168 GARLAND CIRCLE

PALM HARBOR, FL 34683

Mailing Address:

168 GARLAND CIRCLE

PALM HARBOR, FL 34683

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:

ALAN S. GASSMAN, ESQ.

Name

1245 COURT STREET, SUITE 102

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

CLEARWATER

FL 33756

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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DIVISION OF CORPORATIONS
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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

EDWARD J. HOLTZMAN

168 GARLAND CIRCLE

PALM HARBOR, FL 34683

MGR

MARY L. HOLTZMAN

168 GARLAND CIRCLE

PALM HARBOR, FL 34683

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(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: 10/17/2012

(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.)

ALAN S. GASSMAN, Authorized Representative

Typed or printed name of signee