

L12000134774

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

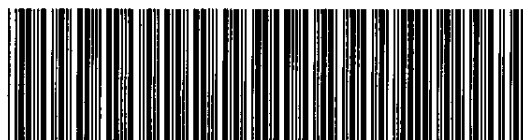
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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TALLAHASSEE, FLORIDA

T. CLINE

OCT 23 2012

EXAMINER

REDGRAVE & ROSENTHAL^{LLP}
ATTORNEYS AT LAW

120 East Palmetto Park Road • Suite 400
Boca Raton, Florida 33432 • Tel 561.347.1700 • Fax 561.391.9944
www.redgraveandrosenthal.com

Jennifer E. Zakin
jzakin@redgraveandrosenthal.com
Direct Dial 561.226.7819

October 18, 2012

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

Re: Our File No. 35073-00002
Conversion and Formation of Ebway

Dear Sir or Madam:

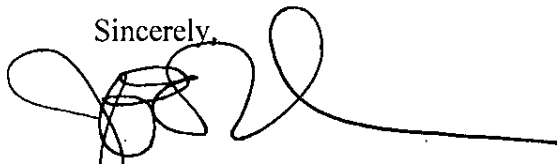
Enclosed please find the following:

1. Check No. 13507 in the amount of \$150.00 payable to "Florida Department of State";
2. Cover letter regarding Ebway, LLC;
3. Certificate of Conversion (including a copy of the executed Plan of Conversion prepared in accordance with Florida Statutes Section 608.439); and
4. Articles of Organization.

Please file the enclosed documents with Florida Department of State and return confirmation of filing to me at the above address.

If you have any questions, please do not hesitate to contact me.

Sincerely,



Jennifer E. Zakin

JEZ/ib
Enclosures

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Ebway, 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:

Ilana Brunelle

(Contact Person)

Redgrave & Rosenthal LLP

(Firm/Company)

120 East Palmetto Park Road, Suite #400

(Address)

Boca Raton, FL 33432-4809

(City, State and Zip Code)

ibrunelle@redgraveandrosenthal.com

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

For further information concerning this matter, please call:

Jennifer E. Zakin, Esq.

(Name of Contact Person)

at (561) 347-1700

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

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

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TALLAHASSEE, FLORIDA

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:

Ebway Corporation
(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 September 1, 1977.

(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**:

Ebway, 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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SEP 11 2007
CLERK OF STATE
TALLAHASSEE, FLORIDA

Signed this 17th 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: C. Bennett
Printed Name: Catherine E. Bennett Title: 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: E. Bennett
Printed Name: Edward D. Bennett Title: President, Treasurer

Signature: A. Bennett
Printed Name: Adelheid F. Bennett Title: Vice President

Signature: C. Bennett
Printed Name: Catherine E. Bennett Title: Secretary

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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TALLAHASSEE, FLORIDA

PLAN OF CONVERSION
to Convert Ebway Corporation, a Florida Corporation
to Ebway, LLC,
a Florida Limited Liability Company

The undersigned Shareholders of Ebway Corporation, a Florida Corporation, and undersigned Members of Ebway, LLC, a Florida Limited Liability Company, do hereby agree to and consent to this Plan of Conversion as set forth below.

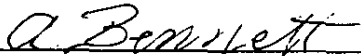
1. The name and form of the organization before conversion is Ebway Corporation, a profit corporation organized under the laws of Florida.
2. The name and form of the organization after conversion is Ebway, LLC, a limited liability company organized under the laws of Florida.
3. The terms and conditions of the conversion are as follows: Upon conversion, Edward D. Bennett shall receive 95% membership interest in Ebway, LLC and Adelheid F. Bennett, shall receive a 5% membership interest in Ebway, LLC for their shares in Ebway Corporation. Edward D. Bennett's and Adelheid F. Bennett's ownership interests of the organization shall be the same before and after the conversion.
4. The organizational documents, including the Articles of Organization of Ebway, LLC, are attached hereto and incorporated herein by reference.
5. The undersigned Shareholders and Members hereby authorize Edward D. Bennett and Adelheid F. Bennett to execute and file any and all documents required by the Florida Department of State to effectuate this conversion.

This Plan of Conversion is effective this 17th day of October, 2012 and is hereby agreed to and signed by the Shareholders of Ebway Corporation and all of the Members of Ebway, LLC.

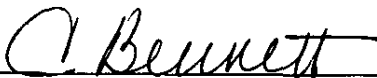
EBWAY CORPORATION



Edward D. Bennett, President, Treasurer and Shareholder



Adelheid F. Bennett, Vice President and Shareholder



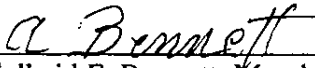
Catherine E. Bennett, Secretary

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EBWAY, LLC



Edward D. Bennett, Member



Adelheid F. Bennett, Member

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Ebway, 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:

6750 NW 21st Avenue

Fort Lauderdale, FL 33309

Mailing Address:

6750 NW 21st Avenue

Fort Lauderdale, FL 33309

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:

Catherine E. Bennett

Name

6750 NW 21st Avenue

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

Fort Lauderdale, FL 33309

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..

C E Bennett

Registered Agent's Signature (REQUIRED)

(CONTINUED)

Page 1 of 2

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TALLAHASSEE, FLORIDA

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

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

Title:

Name and Address:

"MGR" = Manager

"MGRM" = Managing Member

MGR _____

Catherine E. Bennett _____

6750 NW 21st Avenue _____

Fort Lauderdale, FL 33309 _____

(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.)

Catherine E. Bennett, Manager

Typed or printed name of signee

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TALLAHASSEE, FLORIDA