

L12 000142408

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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Special Instructions to Filing Officer:

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TALLAHASSEE, FLORIDA

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J. SAULSBERRY
EXAMINER

NOV 9 2012

October 24, 2012.

TO: Registration Section
Division of Corporations

SUBJECT: ASC Institute, 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:

Robert Arzonetti, Attorney

(Contact Person)

Tobin & Reyes, P.A.

(Firm/Company)

5355 Town Center Road, Suite 204

(Address)

Boca Raton, Florida 33486

(City, State and Zip Code)

rarzonetti@tobinreyes.com

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

For further information concerning this matter, please call:

Robert Arzonetti at (561) 620-0656

(Name of Contact Person)

(Area Code and Daytime Telephone Number)

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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

**Certificate of Conversion
For A Foreign Limited Liability Company
Into A Florida Limited Liability Company**

This Certificate of Conversion and the attached Articles of Organization are submitted to convert ASC Institute, LLC, a California limited liability company, into a Florida Limited Liability Company in accordance with Section 608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to filing of this Certificate of Conversion is ASC Institute, LLC.
2. The "Other Business Entity" is a limited liability company first organized under the laws of California on March 1, 2005 and still organized under such jurisdiction.
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is ASC Institute, LLC.
4. The conversion is permitted by and complies with the California Corporations Code and the conversion complies with the requirements of Section 608.439, Florida Statutes.
5. The "Other Business Entity" currently exists on the official records of the State of California.
6. This conversion shall be effective upon the filing of this Certificate of Conversion.

The undersigned affirm that the facts stated in this Certificate of Conversion are true and that any false information constitutes a third degree felony as provided for in Section 817.155, Florida Statutes.

FLORIDA LIMITED LIABILITY COMPANY:

ASC Institute, LLC

By: 

Name: Alan Cohen
Title: Manager

OTHER BUSINESS ENTITY:

ASC Institute, LLC

By: 

Name: Alan Cohen
Title: Manager

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**ARTICLES OF ORGANIZATION
OF
ASC INSTITUTE, LLC**

The undersigned subscriber to these Articles of Organization hereby forms a limited liability company under the Florida Limited Liability Company Act.

ARTICLE I

The name of this limited liability company is ASC Institute, LLC.

ARTICLE II

The limited liability company's principal office and mailing address is:

209 S. Olive Avenue
West Palm Beach, Florida 33401

ARTICLE III

The limited liability company's initial Registered Agent and Registered Office in the State of Florida shall be:

Tobin & Reyes, P.A.
5355 Town Center Road, Suite 204
Boca Raton, Florida 33486

ARTICLE VI


The limited liability company will be managed by one or more managers in accordance with the limited liability company's operating agreement and is, therefore, a manager-managed company.

[Signature on following page]

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THE UNDERSIGNED, for the purpose of forming a limited liability company to do business within the State of Florida, does make and file these Articles of Organization.

**Tobin & Reyes, P.A. as Authorized
Representative of a Member**

By: 
David S. Tobin, President

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF REGISTERED AGENT
OF
ASC INSTITUTE, LLC**

Pursuant to Section 608.415 of the Florida Limited Liability Company Act, the following is submitted, in compliance with said Act:

That ASC Institute, LLC, desiring to form under the laws of the State of Florida with its principal office located at 5355 Town Center Road, Suite 204, Boca Raton, Florida 33486, has named Tobin & Reyes, P.A., 5355 Town Center Road, Suite 204, Boca Raton, Florida 33486, as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated limited liability company, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office. Dated this 24th day of October, 2012.

Tobin & Reyes, P.A.

By: _____

David S. Tobin, President

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