

L12 000146196

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. CLINE

NOV 20 2012

EXAMINER

MOULE & MOULE, LLP

ATTORNEYS AT LAW

Rex E. Moule *§
David E. Moule

2287 W. Eau Gallie Blvd., Suite B
Melbourne, FL 32935

Tel: (321) 254-3232
Fax: (321) 254-1705

*Board Certified in Wills,
Trusts and Estates Law
§ Board Certified in Tax Law

November 16, 2012

Department of State
Division of Corporations
Registration Section
PO Box 6327
Tallahassee, FL 32314

Re: The Shack Seafood Restaurant, LLC
Our File #: 212-2421

Dear Sir/Madam:

Please find enclosed, with your form cover letter, our firm check, 2248, in the amount of \$155.00 for filing fees, Certificate of Status, and the following for filing:

- 1) Certificate of Conversion For "Other Business Entity" Into Florida Limited Liability Company;
and
- 2) Articles of Organization of The Shack Seafood Restaurant, LLC.

Thank you for your prompt attention to this matter.

Sincerely,

MOULE & MOULE, LLP


Sabine Martel
Legal Assistant

Enclosures as stated.

NOV 16 2012
DEPT. OF STATE
DIVISION OF CORPORATIONS
REGISTRATION SECTION
TALLAHASSEE, FL 32314

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: The Shack Seafood Restaurant, 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:

Sabine Martel
(Contact Person)

Moule & Moule, LLP
(Firm/Company)

2287 West Eau Gallie Boulevard, Suite B
(Address)

Melbourne, FL 32935
(City, State and Zip Code)

sabine@moulelaw.com
E-mail address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Sabine Martel at (321) 254-3232
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|---|--|---|--|
| <input type="checkbox"/> \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization) | <input checked="" 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 §608.439, Fla. Stat.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

THE SHACK SEAFOOD RESTAURANT, INC.

012-2225

2. The "Other Business Entity" is a corporation first incorporated under the laws of Florida on January 6, 2012.

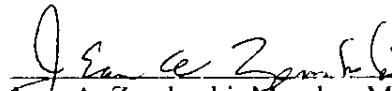
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is:

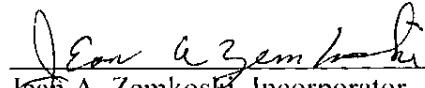
THE SHACK SEAFOOD RESTAURANT, LLC.

4. The conversion is permitted by Florida law, and the conversion complies with the requirements of §608.439, Fla. Stat. in effecting the conversion.

5. The "Other Business Entity" currently exists on the official records of Florida.

Signed November 12, 2012.


Jean A. Zemkoski, Member-Manager
President
The Shack Seafood Restaurant, LLC


Jean A. Zemkoski, Incorporator
and President
The Shack Seafood Restaurant, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION OF
THE SHACK SEAFOOD RESTAURANT, LLC.**

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I — Name:

The name of the Limited Liability Company is:

THE SHACK SEAFOOD RESTAURANT, LLC.

ARTICLE II — Address:

The street address of the principal office of the Limited Liability Company is:

4845 Dixie Hwy NE. Palm Bay, FL 32905

The mailing address of the principal office of the Limited Liability Company is:

1401 Marie Street, Malabar, FL 32950

ARTICLE III — MEMBER-MANAGER

The member-manager (president) of the Limited Liability Company is:

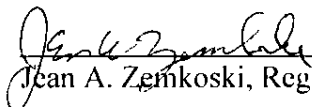
Jean A. Zemkoski
1401 Marie Street, Malabar, FL 32950

ARTICLE IV — Registered Agent and Registered Office

The name and the Florida street address of the initial registered agent are:

Jean A. Zemkoski
1401 Marie Street, Malabar, FL 32950

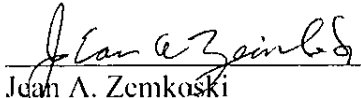
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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, Fla. Stat.


Jean A. Zemkoski, Registered Agent

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ARTICLE IV — Effective Date

The effective is the date of filing.



Jean A. Zemkowski

Member-Manager (President)

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SECRETARY OF STATE
ALLAHABAD, UTAH

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