

L12000159649

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

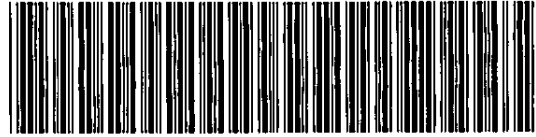
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100242987791

12/21/12--01027--009 **150.00

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12 DEC 21 PM 1:35

RECEIVED

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2012 DEC 21 AM 8:41

J. BRYAN

DEC 26 2012

EXAMINER



Wolters Kluwer
Corporate Legal Services

CT Corporation

515 East Park Avenue
Tallahassee, FL 32301

850 222 1092 tel
850 222 7615 fax
www.ctcorporation.com

December 21, 2012

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

FILED
2012 DEC 21 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Order #: 8639417 SO
Customer Reference 1: Florida Conv
Customer Reference 2: Corp to LLC - Ortho

Dear Department of State, Florida:

Please obtain the following:

Ortho-McNeil Finance Co. (FL)
Conversion
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Kenny Metayer
Fulfillment Specialist - Contractor
kenny.metayer@wolterskluwer.com

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Ortho-McNeil Finance 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:

(Contact Person)

(Firm/Company)

(Address)

(City, State and Zip Code)

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

For further information concerning this matter, please call:

_____ at (_____) _____
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$150.00 Filing Fees (\$25 for Conversion & \$125 for Articles of Organization)
- \$155.00 Filing Fees and Certificate of Status
- \$180.00 Filing Fees and Certified Copy
- \$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

FILED
2012 DEC 21 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
2012 DEC 21 AM 8:41
SECRETARY OF STATE
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:
Ortho-McNeil Finance Co. #P99000096022
(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 November 1, 1999
(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:
Ortho-McNeil Finance 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.)

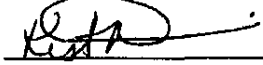
6. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and the requirements of s.608.439, F.S., in effecting the conversion.

7. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

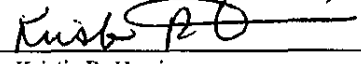
Signed this _____ day of _____ 20 _____.

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: Kristie R. Harris Title: Assistant Treasurer & Secretary

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: Kristie R. Harris Title: Assistant Treasurer & Secretary

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

FILED
2012 DEC 21 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)

FILED
2012 DEC 21 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF CONVERSION
ORTHO-MCNEIL FINANCE CO.

In accordance with Section 607.1112 of the Florida Business Corporation Act, Ortho-McNeil Finance Co, a Florida corporation (the "Corporation"), hereby adopts the following Plan of Conversion.

1. Conversion. In accordance with Section 607.1112 of the Florida Business Corporation Act, the Corporation shall be converted (the "Conversion") into a Florida limited liability company with the name "Ortho-McNeil Finance LLC" (hereinafter referred to as the LLC).
2. Conversion of Stock. One hundred percent (100%) of the validly issued, fully paid and nonassessable shares of capital stock of the Corporation that were issued and outstanding prior to the date of the Conversion shall be converted into such number of membership interests as required to represent one hundred percent (100%) of the membership interests of the LLC immediately following the conversion.
3. Effective Date. The conversion shall be effective on the date and at the time the Corporation files a Certificate of Conversion with the Florida Secretary of State.
4. Articles of Organization. The Articles of Organization, a copy of which is attached hereto as Exhibit A, shall be the Articles of Organization of the LLC, unless and until modified in accordance with the provisions of the Florida Limited Liability Company Act.
5. Effect of Conversion. Following the Conversion, the LLC shall be, for all purposes, the same entity that existed before the Conversion.
6. Management and Officers. The LLC will be member managed. The officers of the Corporation immediately prior to the Conversion shall be the initial officers of the LLC until their respective successors are duly elected or appointed and qualified.

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Ortho-McNeil Finance 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:

6018 Bowendale Avenue
Jacksonville, Florida 32216-0995

Mailing Address:

6018 Bowendale Avenue
Jacksonville, Florida 32216-0995

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:

CT Corporation System

Name


1200 South Pine Island Road

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

FL 33324

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)

Michael Malkowski
Vice President

(CONTINUED)

Page 1 of 2

FILED
2012 DEC 21 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

