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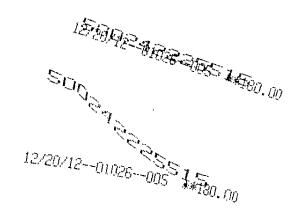
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## PILKA & ASSOCIATES, P.A.

#### **ATTORNEYS AT LAW**

DIXIE T. BRADY DANIEL F. PILKA† J. SCOTT REED LAURA M. RITZKO\*\* MICHAEL J. VANDERZEE

†CERTIFIED CIRCUIT CIVIL MEDIATOR
\*\*ALSO ADMITTED IN NEW JERSEY
AND PENNSYLVANIA

PLEASE REPLY TO: LAKELAND ADDRESS

TELEPHONE (863) 687-8300 TELEPHONE (863) 687-0780 FACSIMILE (813) 651-0710 E-mail Address: law@pilka.com Website: http://www.pilka.com

December 19, 2012

Via Federal Express
Department of State
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

Re:

Misss Adventures, LLC

Our File:

Dear Sir/Madam:

Enclosed is an original and one (1) copy of the Certificate of Conversion, Articles of Organization and Acceptance of Registered Agent, along with a check for costs in the amount of \$180.00

Upon completion of your filing of the Certificate of Conversion, Articles of Organization and Acceptance of Registered Agent, kindly return a timed stamped copy of the filed Articles, along with a certified copy. If you should have any questions please contact our office. The toll free number is 866-787-4552.

Thank you for your assistance regarding this matter.

Very truly yours,

Sue N. Bothe, Legal Assistant to

J. Scott Reed

JSR/snb Enclosures c: client LAURIANE CICCARELLI A. RENEE POBJECKY

OF COUNSEL



#### **Certificate of Conversion**

For

# LORC 20 ON 3: SK Misss Adventures, LLC, a Montana limited liability company, Into

Misss Adventures, LLC, a Florida limited liability company

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following, Misss Adventures, LLC, a Montana limited liability company, into Florida limited liability company in accordance with s.608.439, Florida Statutes.

- 1. The name of Misss Adventures, LLC immediately prior to the filing of this Certificate of Conversion is Misss Adventures, LLC.
- 2. Misss Adventures, LLC is a Montana limited liability company first organized and formed under the laws of the State of Montana on January October 24, 2011
- 3. The name of the Florida limited liability company as set forth in the attached Articles of Organization is Misss Adventures, LLC.
- 4. The conversion is permitted by the applicable laws governing the other busniess entity and the conversion complies with such laws asn the requirements of s.608.439, F.S., in effecting the conversion.
- 5. Misss Adventures, LLC currently exists on the official records of the State of Montana under which it is currently organized and formed.

The undersigned affirms that the facts stated in this document are true and correct. An false information constitutes a third degree felony as provided for in s.817.155, F.S., this 19 day of December 2012.

> Misss Adventures, LLC, a Florida limited liability company

Stacy Roderick, Member

Misss Adventures, LLC, a Montana limited

liability company

By: Stacy Roderick, Member

# ARTICLES OF ORGANIZATION OF Misss Adventures, LLC

#### ARTICLE I -- NAME

The name of the limited liability company shall be Misss Adventures, LLC, ("company").

#### **ARTICLE II -- ADDRESS**

The mailing address and street address of the principal office of the company is 218 E. Bearss Avenue, Suite 368, Tampa, FL 33613.

#### **ARTICLE III -- DURATION**

The company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State or on another effective date as specified. The company's existence shall be perpetual unless the company is dissolved earlier as provided in the articles of Organization or in the regulations.

#### ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida are:

STACY RODERICK 1625 Woodridge Court Lutz, FL 33613

#### ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property in the amount of \$50,000.00 for each of the Members.

#### ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members, or as provided in the regulations.

#### **ARTICLE VII -- ADMISSION OF NEW MEMBERS**

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall

have no right to participate in the management of the business and affairs of the company or become a member unless all of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

#### ARTICLE VIII -- MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by unanimous vote of all the remaining members.

#### ARTICLE IX -- MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and addresses of the members of the company are

STEVE RODERICK 1625 Woodridge Court Lutz, FL 33559

STACY RODERICK 1625 Woodridge Court Lutz, FL 335599

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Brandon, Hillsborough County, Florida, on the \_\_\_\_\_\_ day of December 2012.

STEVE RODERICK

STACY RODERICK

### STATE OF FLORIDA COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 19 day of December 2012, by STEVE RODERICK, and STACY RODERICK, each of whom has produced a Florida Driver's as identification, and each of whom did not take an oath.

J. SCOTT REED

MY COMMISSION # EE 119987

EXPIRES: September 25, 2015

Bonded Thru Notary Public Underwriters

NOTARY PUBLIC

### ACCEPTANCE BY REGISTERED AGENT

Having been named registered agent to accept service of process for the above stated limited liability company, at the place designated in the Articles of Organization, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Statutes in all matters relative thereto.

Dated this \_\_\_\_\_ day of December 2012.

STACY RODERICK

**Registered Agent**