

L13000025223

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

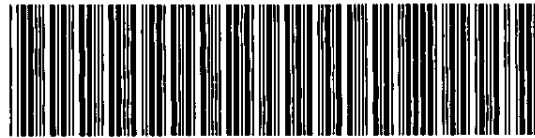
(Document Number)

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12/30/13--01001--023 **25.00

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DIVISION OF CORPORATIONS
2013 DEC 27 PM 4:33
TO ASSISTANT
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

JAN 08 2014
J. BRUCE



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 31, 2013

CT CORPORATION SYSTEM

SUBJECT: BROOKLYN WATER BAGEL CO. NO. 3, INC.
Ref. Number: W13000070233

We have received your document for BROOKLYN WATER BAGEL CO. NO. 3, INC. and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your document is being returned as requested.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Deborah Bruce
Regulatory Specialist II

Letter Number: 413A00029419

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TALLAHASSEE, FLORIDA

RE-SUBMIT

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date of submission 12/27



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 30, 2013

CT CORPORATION SYSTEM

SUBJECT: BROOKLYN WATER BAGEL CO. NO. 3, INC.
Ref. Number: W13000070233

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2013 DEC 30 PM 1:27
TO ADVISE YOU OF
SUFFICIENCY OF FILINGS

We have received your document for BROOKLYN WATER BAGEL CO. NO. 3, INC. and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records show no entity by this name.

L13000025223

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Deborah Bruce
Regulatory Specialist II

Letter Number: 013A00029225

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TALLAHASSEE FLORIDA

RE-SUBMIT

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date of submission 12/27

CT Corporation System

1203 Governors Square Blvd, Suite 101, Tallahassee, FL, 32302-222-1092

Brooklyn Water Bagel Co.No.3, Inc.

Thank you!

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input checked="" type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | CONVERSION |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

12/27/2013
CB Jan. 7, 2014

Order#:
9004682

Ref#: _____

Amount: \$ _____

RE-SUBMIT

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date of submission 12/27

TALLAHASSEE
FLORIDA
SECRETARY OF STATE

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CERTIFICATE OF CONVERSION
FOR
BROOKLYN WATER BAGEL CO. NO. 3, LLC
INTO
BROOKLYN WATER BAGEL NO. 3, LLC

The undersigned duly authorized persons, on behalf of Brooklyn Water Bagel Co. No. 3, LLC, a Florida limited liability company (the "*Converting Entity*") and Brooklyn Water Bagel No. 3, LLC, a Delaware limited liability company (the "*Converted Entity*"), respectively, and for the purpose of converting the Converting Entity from a Florida limited liability company into a Delaware limited liability company pursuant to §§ 608.4401 through 608.4404 of the Florida Limited Liability Company Act and § 18-214 of the Delaware Limited Liability Company Act (the "*DLLCA*"), certifies that:

1. The name of the Converting Entity at its formation and immediately prior to the filing of this Certificate of Conversion was "**BROOKLYN WATER BAGEL CO. NO. 3, LLC**".
2. The Converting Entity is a limited liability company first organized under the laws of Florida on February 18, 2013.
3. The name of the surviving limited liability company is "**BROOKLYN WATER BAGEL NO. 3, LLC**", a Delaware limited liability company.
4. The above referenced Florida limited liability company has converted into a Delaware limited liability company in accordance with Chapter 608, Florida Statutes, and the conversion complies with the DLLCA, governing limited liability companies.
5. The Plan of Conversion was approved by the Converting Entity in accordance with Chapter 608, Florida Statutes.
6. The written consent of the sole Manager and sole Member of the Converting Entity were obtained pursuant to § 608.4402 of the Florida Statutes.
7. The principal office address of the Converted Entity shall be 5355 Town Center Road, Suite 702, Boca Raton, Florida 33486.
8. The effective date of filing for this Certificate of Conversion shall be as of the date of filing.
9. The Converted Entity hereby appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the Converting Entity, including any appraisal rights of its members, under §§ 608.4351-608.43595, Florida Statutes, and the street and mailing address set forth in Paragraph 7 above is the address which the Department of State may use for purposes of Section 48.181 of the Florida statutes.

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SUPREME COURT
ALLAH SEET
FLORIDA

10. The Converted Entity has agreed to pay any members having appraisal rights the amount to which they are entitled under §§ 608.4351-608.43595, Florida Statutes.

[Signature Page Follows]

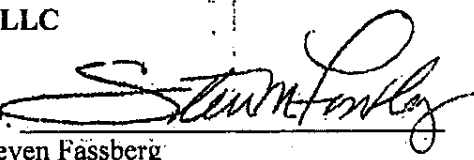
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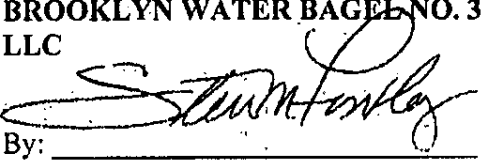
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned have duly executed this Certificate of Conversion, on behalf of the Converting Entity and the Converted Entity, respectively, as of this 27th day of December, 2013.

BROOKLYN WATER BAGEL CO. NO.
3, LLC

By: 
Steven Fassberg
Manager

BROOKLYN WATER BAGEL NO. 3,
LLC

By: 
Steven Fassberg
Manager

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TALLAHASSEE, FLORIDA