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(Requestor's Name)

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13 MAR - 1 PM 11:46  
SECOND FLORIDA STATE  
TALLAHASSEE, FLORIDA

B. BOSTICK

MAR - 4 2013

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 553285 4305966

AUTHORIZATION :

COST LIMIT : \$160.00

155.00

ORDER DATE : March 1, 2013

ORDER TIME : 12:47 PM

ORDER NO. : 553285-005

CUSTOMER NO: 4305966

DOMESTIC AMENDMENT FILING

NAME: FISCUS INVESTMENTS, INC.

EFFECTIVE DATE:

XX ARTICLES OF CONVERSION AND LLC FORMATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Stephanie Milnes -- EXT# 52920

EXAMINER'S INITIALS: \_\_\_\_\_

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13 MAR - 1 PM 11:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF CONVERSION  
OF  
FICUS INVESTMENTS, INC.  
TO BECOME A  
LIMITED LIABILITY COMPANY  
UNDER  
THE FLORIDA LIMITED LIABILITY COMPANY ACT**

P04000060624

**Article I.**

Ficus Investments, Inc., a corporation organized under the laws of the State of Florida on April 8, 2004 (the "Corporation"), desires to be converted into Ficus Investments, LLC, a Florida limited liability company (the "Company"), in compliance with Chapter 607 of the Florida Business Corporation Act (the "Florida Corporation Act") and Chapter 608 of the Florida Limited Liability Company Act (the "Florida LLC Act").

**Article II.**

This conversion has been unanimously approved by all of the shareholders of the Corporation upon the recommendation of the Board of Directors of the Corporation in accordance with Chapter 607 of the Florida Act.

**Article III.**

This conversion shall become effective on March 1, 2013.

**Article IV.**

The registered office of the Company is located at 1201 Hays Street, Tallahassee, FL 32301.

**Article V.**

There are no shareholders of the Corporation who have appraisal rights for this Conversion under Chapter 607 of the Florida Corporation Act.

**Article VI.**

Simultaneously herewith, Articles of Organization are being filed with the Secretary of State of the State of Florida under the name of the Company and shall govern the Company, unless and until modified in accordance with the Florida LLC Act.

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TALLAHASSEE, FLORIDA

**Article VII.**

All shares of Common Stock, \$0.01 par value per share, of the Corporation outstanding at the time of filing this conversion with the Secretary of State of Florida shall be automatically converted into the sole membership interest in the Company by virtue of this conversion and without any action by the holder thereof or any action in addition to that contemplated by this conversion by either the Corporation or the Company.

**IN WITNESS WHEREOF**, this Certificate of Conversion of Ficus Investments, Inc. to become a limited liability company under the Florida Act has been executed by a duly authorized officer and shall be effective the 1st day of March, 2013.

FICUS INVESTMENTS, INC.

By: 

Name: Jefferson R. Voss

Title: Director

**ACKNOWLEDGED AND ACCEPTED BY:**

FICUS INVESTMENTS, LLC

By: 

Name: Jefferson R. Voss

Title: Manager

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**ARTICLES OF ORGANIZATION  
OF  
FICUS INVESTMENTS, LLC**

**THESE ARTICLES OF ORGANIZATION** of Ficus Investments, LLC (the "LLC"), to form a Florida limited liability company under the Florida Limited Liability Company Act shall be effective as of March 1, 2013.

- FIRST:** "Ficus Investments, LLC" is the name of the limited liability company.
- SECOND:** The mailing and street address of the principal office of the LLC is 9350 Conroy Windermere Road, Windermere, Florida 34786.
- THIRD:** The name of the initial registered agent for service of process is Corporation Service Company, which can be contacted at 1201 Hays Street, Tallahassee, FL 32301.
- FOURTH:** The names of the Managers of the LLC are Jefferson Voss and Vince Marino, and the professional address of each is 9350 Conroy Windermere Road, Windermere, Florida, 34786.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as of the date first above written.

Ficus Investments, LLC



By:  
Name: Jefferson R. Voss  
Title: Manager

*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 of the Florida Statutes.*

By: Corporation Service Company  
Title: Registered Agent

By: Stephanie Milnes Asst. V.P.  
Name:  
Title:

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