

L13000038305

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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03/08/13--01015--018 **25.00

02/04/13--01065--015 **130.00

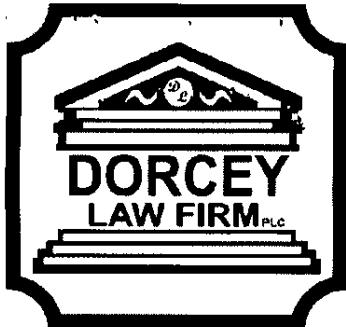
2013 MAR 12 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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W13-7108

MAR 13 2013

J. BRYAN



THE DORCEY LAW FIRM, PLC

239-418-0169

www.DorceyLaw.com

Estate Planning - Business Planning - Asset Protection
Probate - Estate Litigation - Business Litigation

Joshua O. Dorcey, Esq.

Managing Member

Josh@DorceyLaw.com

**also admitted in Alabama*

January 29, 2013

Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

Re: METCALFE ENTERPRISES, LLC

To Whom It May Concern:

Please find attached the Cover Letter, Application By Foreign Limited Liability Company FOR Authorization to Transact Business in Florida, Certificate of Designation of Registered Agent/Registered Office, Certificate of Good Standing and a check for the above listed Limited Liability Company filling fees and Certificate of Status. Please note that ownership for the above Limited Liability Company has not changed and has only converted to Wyoming and wishes to transact business in Florida.

If you have any questions or concerns, please feel free to contact the office at the information provided at the bottom of this letter.

Sincerely,

Kristine Meyers

Kristine Meyers,
Paralegal to Joshua O. Dorcey, ESQ.

Enclosures: ck#: 1263

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 5, 2013

JOSHUA O. DORCEY
THE DORCEY LAW FIRM, PLC
10181 SIX MILE CYPRESS PKWY. STE. C
FORT MYERS, FL 33966

SUBJECT: METCALFE ENTERPRISES OF SW FLORIDA, LLC
Ref. Number: W13000007108

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TALLAHASSEE, FLORIDA

We have received your document for METCALFE ENTERPRISES OF SW FLORIDA, LLC and your check(s) totaling \$130.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name listed in number one of the application must be identical to the name listed in the certificate of existence.

The entity's date of incorporation/organization must be listed in the document.

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.

Joey Bryan
Regulatory Specialist II

Letter Number: 413A00002821



THE DORCEY LAW FIRM, PLC

239-418-0169

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Estate Planning - Business Planning - Asset Protection
Probate - Estate Litigation - Business Litigation

Joshua O. Dorcey, Esq.

Managing Member

Josh@DorceyLaw.com

**also admitted in Alabama*

March 5, 2013

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

Re: METCALFE ENTERPRISES, LLC

To Whom It May Concern:

Please find attached the Cover Letter, Certificate of Conversion for "Other Business Entity" into Florida Limited Liability Company, Articles of Organization for Florida Limited Liability Company, Letter correspondence from your regarding Metcalfe Enterprises of SW Florida, LLC and a check for the above listed Limited Liability Company additional filling fees and Certificate of Status.

At this time we would like to convert the Metcalfe Enterprises of SW Florida, LLC back to Florida as Metcalfe Enterprises, LLC. Metcalfe Enterprises, LLC entity was formerly owned by the same members/managers and therefore shall have not hardship to reclaim the name and transact business in Florida as Metcalfe Enterprises, LLC.

If you have any questions or concerns, please feel free to contact the office at the information provided at the bottom of this letter.

Sincerely,

Kristine Meyers,
Paralegal to Joshua O. Dorcey, ESQ.

Enclosures: ck#: 1093

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Metcalfe Enterprises, 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:

Kristine Meyers
(Contact Person)
The Dorsey Law Firm PLLC
(Firm/Company)
10181 Six Mile Cypress Pkwy Ste C
(Address)
Fort Myers, FL 33966
(City, State and Zip Code)

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

For further information concerning this matter, please call:

Kristine Meyers at (239) 418-0169
(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

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TALLAHASSEE, FLORIDA

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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 s.608.439, Florida Statutes.

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

Metcalfe Enterprises of SW Florida, LLC
(Enter Name of Other Business Entity)

2. The “Other Business Entity” is a Limited Liability Company.
(Enter entity type. Example: corporation, limited partnership, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Wyoming
(Enter state, or if a non-U.S. entity, the name of the country)

on December 21, 2009.
(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:

Wyoming

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

Metcalfe Enterprises, 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 5th day of March 20 13.

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: Joshua O. Dorsey Title: Attorney

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: Joshua O. Dorsey Title: Attorney

Signature:

Printed Name: _____ Title: _____

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)

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Metcalfe Enterprises, 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:

17131 Alico Center Road
Unit #3
Fort Myers, FL 33967

Mailing Address:

17131 Alico Center Road
Unit #3
Fort Myers, FL 33967

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:

The Dorcey Law Firm, PLLC
Name

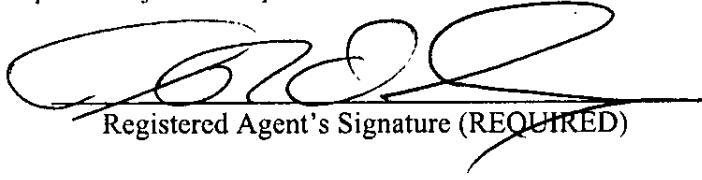
10181 Six Mile Cypress Pkwy Ste C
Florida street address (P.O. Box NOT acceptable)

Fort Myers FL 33966
City, State, and Zip

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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)

(CONTINUED)

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGRM

Michael M. Metcalfe
12214 Country Day Circle
Fort Myers, FL 33913

MGRM

Gerald L. Metcalfe
8525 Via Garibaldi Circle #101
Estero, FL 33928

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing:

(OPTIONAL)

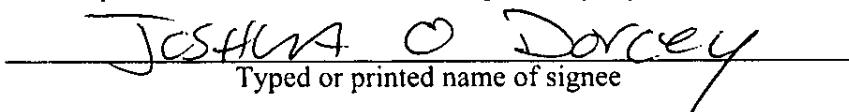
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Certificate of Conversion, if an effective date listed therein.)

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)



Joshua O. Dorsey
Typed or printed name of signee

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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