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✓

(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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FALL RIVER, MA
2013 SEP 27 AM 9:27

J. SAULSBERRY
EXAMINER
SEP 30 2013



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 824604 7514219

AUTHORIZATION :

COST LIMIT : \$ 185.00

ORDER DATE : September 27, 2013

ORDER TIME : 12:07 PM

ORDER NO. : 824604-005

CUSTOMER NO: 7514219

CONVERSION

NAME: TOOJAY'S MANAGEMENT
CORPORATION

--INTO--

TOOJAY'S MANAGEMENT, LLC

XX ARTICLES OF CONVERSION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap -- EXT# 52951

EXAMINER'S INITIALS: _____

2013 SEP 27 AM 9:27
FILING STATE
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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: TooJay's Management 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:

Ross H. Manella, Esq.

(Contact Person)

Hinshaw & Culbertson LLP

(Firm/Company)

One East Broward Blvd., Ste 1010

(Address)

Fort Lauderdale, FL 33301

(City, State and Zip Code)

Rmanella@hinshawlaw.com

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

For further information concerning this matter, please call:

Ross H. Manella

(Name of Contact Person)

at (954)

467-7900

(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, FL
DIVISION OF CORPORATIONS
REGISTRATION SECTION

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:

TOOJAY'S MANAGEMENT CORPORATION
(Enter Name of Other Business Entity)

G52801
7-29-83

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 07/29/1983.
(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:

Not Applicable

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

TooJay's Management 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.

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FILED
STATE
OFFICE

Signed this 26th day of September, 2013.

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: [Signature]

Printed Name: JWN Group, Inc by William D. Korenbaum, President Title: Managing Member

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: [Signature]

Printed Name: WILLIAM D. KORENBAUM

Title: President/Treasurer

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

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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FALL DADE COUNTY STATE
RECORDS - PUBLIC

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

TooJay's Management 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:

3654 Georgia Ave
West Palm Beach, FL 33405

Mailing Address:

3654 Georgia Ave
West Palm Beach, FL 33405

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:

WILLIAM D. KORENBAUM

Name

3654 GEORGIA AVE

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

WEST PALM BEACH FL 33405

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)

(CONTINUED)

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TALLAHASSEE FLORIDA

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

Name and Address:

"MGRM" = Managing Member

JWN GROUP, INC

West Palm Beach, FL 33405

ARTICLE V: Effective date, if other than the date of filing: _____
(OPTIONAL)

REQUIRED SIGNATURE:

Signature of a member or an authorized representative of a member

JWN Group, Inc., by William D. Korenbaum, President
Typed or printed name of signee