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TALLAHASSEE, FLORIDA

FEB 17 2014

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- ^ BOARD CERTIFIED LAWYER IN TAX LAW

Gassmanlawassociates.com

February 10, 2014  
VIA UPS

Florida Department of State  
Division of Corporations  
Registration Section  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Dear Sir/Madam:

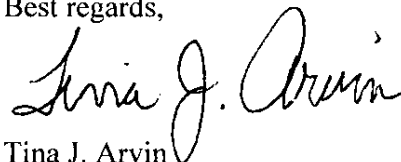
Enclosed for filing please find a Certificate of Conversion and Articles of Organization whereby VWLDS LIMITED PARTNERSHIP, a Nevada limited partnership, will convert into VQNGUYEN FAMILY, L.L.C., a Florida limited liability company, effective with filing of the attached.

Also enclosed please find a check made payable to Department of State in the amount of \$150.00 for filing fees.

Please return the filed document to our office in the enclosed self-addressed, stamped envelope.

Please contact me if you have any questions on the above.

Best regards,

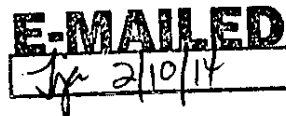


Tina J. Arvin  
Florida Registered Paralegal

ASG:tja

Enclosures

cc: Van Nguyen (w/ encl. via email [vwld@hotmail.com](mailto:vwld@hotmail.com))  
Huyen T. Tran (w/ encl. via email [wtran727@yahoo.com](mailto:wtran727@yahoo.com))  
William Price, CPA (w/ encl. via email [Bill@pdr-cpa.com](mailto:Bill@pdr-cpa.com))



**Certificate of Conversion**  
For  
**"Other Business Entity"**  
Into  
**Florida Limited Liability Company**

**FILED**  
14 FEB 12 AM 10:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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.605.1045, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:  
VWLDS LIMITED PARTNERSHIP

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a LIMITED PARTNERSHIP  
(Enter entity type. Example: corporation, limited partnership,  
general partnership, common law or business trust, etc.)

First organized, formed or incorporated under the laws of NEVADA  
on 12/11/00 (Enter state, or if a non-U.S. entity, the name of the country)  
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:  
VQNGUYEN FAMILY, L.L.C.  
(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: \_\_\_\_\_  
(The effective date: 1) cannot be prior to date of receipt or filed date 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.)

5. The plan of conversion has been approved in accordance with ss. 605.1041-605.1046.

Signed this 14 day of January <sup>2014</sup>~~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: HUYEN T. TRAN Title: Auth. Rep.

**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: VAN NGUYEN, as Co-Tenant by the Entirety Title: GENERAL PARTNER

Signature: [Signature]  
Printed Name: HUYEN TRAN, as Co-Tenant by the Entirety Title: GENERAL PARTNER

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)

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I - Name:**

The name of the Limited Liability Company is:

VQNGUYEN FAMILY, L.L.C.

(Must end with the words "Limited Liability Company, "L.L.C.," or "LLC.")

**ARTICLE II - Address:**

The mailing address and street address of the principal office of the Limited Liability Company is:

**Principal Office Address:**

3732 PRESIDENTIAL DRIVE

PALM HARBOR, FL 34685

**Mailing Address:**

3732 PRESIDENTIAL DRIVE

PALM HARBOR, FL 34685

**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:

HUYEN T. TRAN

Name

3732 PRESIDENTIAL DRIVE

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

PALM HARBOR

City

FL 34685

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 605, F.S..*



Registered Agent's Signature (REQUIRED)

(CONTINUED)

**ARTICLE IV-**

The name and address of each person authorized to manage and control the Limited Liability Company:

**Title:**

"AMBR" = Authorized Member

"MGR" = Manager

MGR

**Name and Address:**

VAN NGUYEN

3732 PRESIDENTIAL DRIVE

PALM HARBOR, FL 34685

\_\_\_\_\_

\_\_\_\_\_

MGR

HUYEN T. TRAN

3732 PRESIDENTIAL DRIVE

PALM HARBOR, FL 34685

\_\_\_\_\_

\_\_\_\_\_

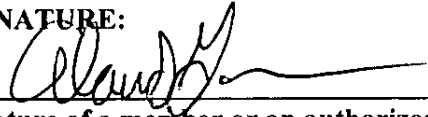
(Use attachment if necessary)

**ARTICLE V:** Effective date, if other than the date of filing: \_\_\_\_\_ (OPTIONAL)  
(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

**ARTICLE VI:** Other provisions, if any.

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**REQUIRED SIGNATURE:**



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

(In accordance with section 605.0203 (1) (b), 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.)

ALAN S. GASSMAN, Authorized Representative

\_\_\_\_\_  
Typed or printed name of signee

**Filing Fees:**

**\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent**

**\$ 30.00 Certified Copy (Optional)**

**\$ 5.00 Certificate of Status (Optional)**