

L14000150679

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

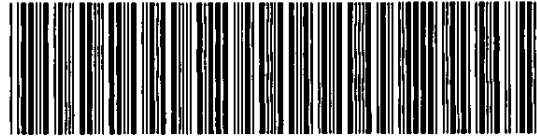
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DEPARTMENT OF REVENUE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GRAY ROBINSON
ATTORNEYS AT LAW

SUITE 600
301 S. BRONOUGH STREET (32301)
POST OFFICE BOX 11189
TALLAHASSEE, FL 32302-3189
TEL 850-222-7717
TEL 850-577-9090
FAX 850-222-3494
FAX 850-577-3311
gray-robinson.com

BOCA RATON
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ORLANDO
TALLAHASSEE
TAMPA

E-MAIL ADDRESS
mwilkinson@gray-robinson.com

Thursday, September 25, 2014

VIA HAND DELIVERY

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

Re: Conversion of The Paxen Group, Inc. to Paxen Learning Services, LLC
Our File No. 5320-3

Dear Madam or Sir:

Enclosed for filing are an original and one (1) copy of the following:

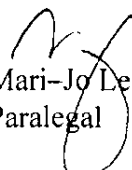
1. Articles of Conversion of THE PAXEN GROUP, INC. into PAXEN LEARNING SERVICES, LLC; and
2. Articles of Organization of PAXEN LEARNING SERVICES, LCC.

PLEASE FILE THESE ARTICLES AND ISSUE CERTIFIED COPIES OF BOTH THE ARTICLES OF CONVERSION AND ARTICLES OF ORGANIZATION.

A check in the amount of \$180.00 is enclosed. Upon receipt of this request, please date-stamp the copy of this letter attached, and call me when the certified copies are ready to be picked up.

Thank you for your assistance in this matter.

Sincerely,


Mari-Jo Lewis-Wilkinson
Paralegal

Enclosures
53203 - # 7851780 v1

Articles of Conversion
For
"Other Business Entity"
(Florida Corporation)
Into
Florida Limited Liability Company

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14 SEP 25 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles 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 Section 605.1045, *Florida Statutes* and Section 607.1113, *Florida Statutes*.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is: THE PAXEN GROUP, INC. (a Florida corporation, Document Number: H30849).

2. The "Other Business Entity" is a corporation first organized and formed under the laws of the State of Florida on November 20, 1984 (Document Number: H30849).

3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is: PAXEN LEARNING SERVICES, LLC.

4. The effective date of the conversion is the date of filing of these Articles of Conversion.


5. The Plan of Conversion, whereby THE PAXEN GROUP, INC. is converted into PAXEN LEARNING SERVICES, LLC, has been approved in accordance with all applicable Florida Statutes, including, without limitation, Section 607.1112, *Florida Statutes*.

[Remainder of page intentionally left blank; signature page follows]

Signed effective as of the 2nd day of September, 2014.

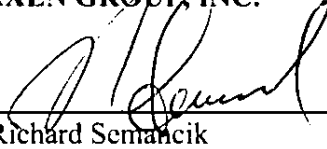
**Signature of Authorized Representative of
Florida Limited Liability Company:**

PAXEN LEARNING SERVICES, LLC, a Florida
limited liability company

By: 
Name: Richard Semancik
Title: Authorized Representative

Signature on behalf of Other Business Entity:

THE PAXEN GROUP, INC.

By: 
Name: Richard Semancik
Title: Chief Operating Officer

ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I
Name

The name of this Limited Liability Company is:

Paxen Learning Services, LLC

ARTICLE II
Address

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

3060 Alternate 19 N, Suite B5
Palm Harbor, Florida 34683

ARTICLE III
Management

This Limited Liability Company is to be managed by one or more managers and is, therefore, a "manager-managed" limited liability company.

ARTICLE IV
Initial Board of Managers

This Limited Liability Company shall have two (2) managers initially. The number of managers may be either increased or decreased from time to time in accordance with the Operating Agreement of this Limited Liability Company, but shall never be less than one (1).

The names and addresses of the initial managers of this Limited Liability Company are as follows:

<u>Name</u>	<u>Street Address</u>
Herbert Hilderley	3060 Alternate 19 N, Suite B5 Palm Harbor, Florida 34683
Richard Semancik	3060 Alternate 19 N, Suite B5 Palm Harbor, Florida 34683

ARTICLE V
Registered Agent, Registered Office & Registered Agent's Signature

The name and the Florida street address of the Registered Agent of this Limited Liability Company is:

Richard Semancik
3060 Alternate 19 N, Suite B5
Palm Harbor, Florida 34683

Having been named as registered agent to accept service of process for this limited liability company at the place so designated in these Articles of Organization, the undersigned hereby accepts this appointment and agrees to act in this capacity. The undersigned agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties and is familiar with and accepts the obligations of the undersigned's position as registered agent, as provided for in Chapter 605, Florida Statutes.



REGISTERED AGENT'S SIGNATURE

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 in Section 817.155, Florida Statutes.



AUTHORIZED REPRESENTATIVE'S SIGNATURE

Richard Semancik, Authorized Representative
Type or printed name of signee