

U190000013368

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

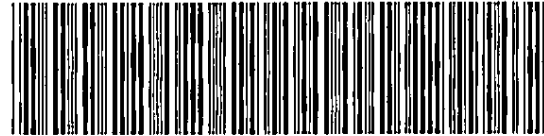
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



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2018 JAN 15 PM 4:42

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TALLAHASSEE FLORIDA

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19 JAN 15 PM 4:01

JAN 15 2018  
T SCHROEDER

DEPARTMENT OF STATE  
ACCOUNT FILING COVER SHEET

Account Number FCA000000017

Date: 1-15-19

Requestor Name: Carlton Fields

Address: Post Office Drawer 190  
Tallahassee, Florida 32302

Telephone: (850) 513-3619 - direct  
(850) 224-1585

Contact Name: Kim Pullen, CP, FRP

AUTHORIZED AMOUNT TO  
DEDUCT FROM ACCOUNT

\$ 185.00  
(or more, if needed)

Conversion:

Corporation Name: Demert Brands, Inc. → Demert Brands, LLC

Email Address: \_\_\_\_\_

Entity Number: P95000028526

Authorization: Kim Pullen

Conversion  
Articles

☒ Certified Copy

☒ Certificate of Status

☐ New Filings

☐ Plain Stamped Copy

☐ Annual Report

☐ Fictitious Name

☐ Amendments

☐ Registration

( ☒ ) Call When Ready

( ☒ ) Call if Problem

( ) After 4:30

( ☒ ) Walk In

( ) Will Wait

( ☒ ) Pick Up

CF Internal Use Only

Client: 12620 Matter: 31453

Name: D. Mackey Office: TPA

**CERTIFICATE OF CONVERSION  
OF  
DEMERT BRANDS, INC.  
A FLORIDA CORPORATION  
INTO  
DEMERT BRANDS, LLC  
A FLORIDA LIMITED LIABILITY COMPANY**

This Certificate of Conversion is submitted to convert the following Florida corporation into a Florida limited liability company in accordance with Sections 607.1113 and 605.1045 of the Florida Statutes.

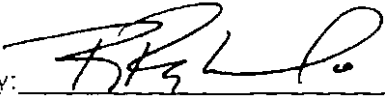
1. The name of the converting domestic corporation immediately prior to the filing of this Certificate of Conversion is DeMert Brands, Inc. (the "Converting Entity").
2. The Converting Entity is a Florida corporation and was first incorporated in the State of Florida effective on April 6, 1995, under document number P95000028526.
3. The name of the converted entity as set forth in the attached Articles of Organization is DeMert Brands, LLC (the "Converted Entity"). The Converted Entity is a Florida limited liability company to be organized pursuant to the Florida Revised Limited Liability Company Act.
4. The Converting Entity has converted into the Converted Entity in compliance with Chapters 607 and 605 of the Florida Statutes, which govern Florida corporations and Florida limited liability companies.
5. The plan of conversion was approved by the Converting Entity in accordance with Chapter 607 of the Florida Statutes.
6. The principal office address of the Converted Entity is 15402 N. Nebraska Ave., Suite 102, Lutz, FL 33549.
7. The Converted Entity has agreed to pay to any shareholders of the Converting Entity who have appraisal rights the amount to which they are entitled under Sections 607.1301 – 607.1333 of the Florida Statutes.
8. This conversion shall be effective on January 15, 2019.

[Signature on following page]

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion  
on the 15th day of January 2019.

DEMERT BRANDS, INC.

By: 

Name: Rocco Pagliarulo

Title: President

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
DEMERT BRANDS, LLC**

The undersigned, as the authorized representative of the organizing member of a limited liability company under the Florida Revised Limited Liability Company Act, adopts the following Articles of Organization for such limited liability company (the "Company"):

**ARTICLE I  
Name**

The name of the Company is DeMert Brands, LLC.

**ARTICLE II  
Principal Office and Mailing Address**

The Company's principal office address is 15402 N. Nebraska Ave., Suite 102, Lutz, FL 33549. The Company's mailing address is P.O. Box 82163, Tampa, FL 33682.

**ARTICLE III  
Initial Registered Agent and Office**

The street address of the Company's initial registered office is 712 South Oregon Avenue, Tampa, FL 33606, and the name of its initial registered agent at that address is Daniel D. Whitaker.

SECRETARY OF STATE  
ALLAHASSEE, FLORIDA


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[Signatures on following pages]

Dated this 15th day of January 2019.

**AUTHORIZED REPRESENTATIVE:**

By:   
Name: R. PAGLIARO


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ALLAHASSEE, FLORIDA

### ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the corporation, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the duties and obligations of his position as registered agent.

Dated this 15th day of January 2019.

REGISTERED AGENT:



Daniel D. Whitaker

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ALLAHASSEE, FLORIDA