

W23000071481

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

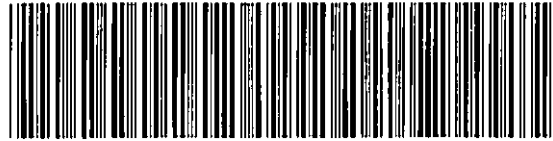
(Document Number)

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W23000023432

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TALLAHASSEE, FL

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TAMPA BAY
2445 TAMPA RD., SUITE 1
PALM HARBOR, FL 34683

MIAMI
848 BRICKELL AVE., STE. 1220
MIAMI, FLORIDA 33131

April 3, 2023

VIA FEDERAL EXPRESS

Ms. Karen Lovelace
Department of State
Division of Corporations
Corporate Filings
The Centre of Tallahassee
2415 North Monroe Street, Suite 810
Tallahassee, FL 32303

**Re: Certificate of Conversion for S-All, Ltd., a Florida limited partnership (the
"Partnership"); Document No. A95000000390; Ref. No. W23000023432**

Dear Ms. Lovelace:

Thank you for your correspondence dated March 14, 2023 concerning our botched filing with respect to the conversion of the above named limited partnership into a Florida limited liability company. Evidently, we just sent in the Plan of Merger and omitted the Certificate of Conversion (with its Exhibit A) and attached Exhibits A and B to the Plan of Conversion. Not sure why that happened as I had drafted a letter for this purpose that referenced all of such documents which we did not use (and I should have looked at the outgoing letter more carefully before the package went out in late January).

I have also enclosed the form for the refund of what appears to be an extra \$177.50 we paid in connection with these filings. Please only process the refund application if indeed we are entitled to the refund and such sums are not needed to carry out this conversion.

For further information concerning this matter, please contact me at the Palm Harbor telephone number set forth below.

Very truly yours,

Daniel G. Musca

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TALLAHASSEE, FL

CERTIFICATE OF CONVERSION

OF

5-ALL, LTD.

Florida Limited Partnership Document No. A95000000390

THIS CERTIFICATE OF CONVERSION, is made and adopted as of the 1st day of January, 2023, by **5-ALL, LTD.**, a Florida limited partnership (the "**Converting Partnership**"), to reflect the terms of the conversion of the Converting Partnership into a Florida limited liability company to operate under the name **5-ALL LLC** (the "**Converted LLC**").

ARTICLE I

FORMATION DATE AND JURISDICTION OF CONVERTING PARTNERSHIP

The Converting Partnership was formed on or about March 14, 1995, as a Florida limited partnership.

ARTICLE II

NAME OF CONVERTING PARTNERSHIP

The name of the Converting Partnership immediately prior to the filing of this Certificate of Conversion is:

5-All, Ltd.

ARTICLE III

NAME OF CONVERTED LLC

The name of the Converted LLC as set forth in its current Articles of Organization is:

5-All LLC

ARTICLE IV

ARTICLES OF ORGANIZATION OF CONVERTED LLC

The Articles of Organization of the Converted LLC shall, upon the Conversion becoming effective, and thereafter until the same shall be altered, amended or repealed, be the Articles of Organization attached hereto as **Exhibit A**.

ARTICLE V

EFFECTIVE DATE OF CONVERSION

This conversion of the Converting Partnership into the Converted LLC shall become effective upon filing with the Florida Department of State.

ARTICLE VI

NECESSARY APPROVALS OF PARTNERS

This conversion of the Converting Partnership into the Converted LLC was approved by the partners of the Converting Partnership in accordance with the Florida Revised Uniform Limited Partnership Act of 2005 and the Florida Revised Limited Liability Company Act.

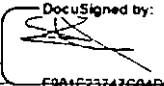
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TALLAHASSEE, FL

This conversion of the Converting Partnership into the Converted LLC has been approved by all of the partners of the Converting Partnership.

IN WITNESS WHEREOF, the Converting Partnership has signed this Certificate of Conversion as of the day and year first above written.

5-ALL, LTD.

By: **2-ALL, INC.**, its General Partner

By:  DocuSigned by:
F901F23747C040C...
Erin Lobato, its President

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TALLAHASSEE, FL

ARTICLES OF ORGANIZATION

OF

5-ALL LLC

ARTICLE I

Conversion from Prior Entity

The Limited Liability Company is being organized pursuant to a statutory plan of conversion of the Limited Liability Company from a Florida limited partnership known as 5-All, Ltd. formed on or about March 14, 1995, into a Florida limited liability company with the name and other characteristics set forth herein.

ARTICLE II

Name

The name of the Limited Liability Company is:

5-ALL LLC

ARTICLE III

Address

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

806 Sherlin Lane
Great Falls, VA 22066

ARTICLE IV

Duration

The period of duration for the Limited Liability Company is perpetual.

ARTICLE V

Management

The Limited Liability Company is to be manager managed.

ARTICLE VI

Registered Agent and Registered Address

The name and the street address of the registered agent are:


Daniel G. Musca, Esq.
Lexium PLLC
2445 Tampa Road, Suite 1
Palm Harbor, Florida 34683

EXHIBIT A

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TALLAHASSEE, FL

ARTICLE VII
Indemnification

The Limited Liability Company shall, to the full extent permitted by Section 605.0408 of the Florida Revised Limited Liability Company Act, as amended from time-to-time, indemnify all persons whom it may indemnify pursuant thereto. The indemnification provided by this Article VII shall not limit or exclude any rights, indemnities or limitations of liabilities to which any person may be entitled, whether as a matter of law, under the Operating Agreement of the Limited Liability Company, by other agreement or otherwise.

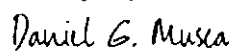
DocuSigned by:

Erin Lobato, its Manager

Date: January 1, 2023

(In accordance with Section 605.0205(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

ACCEPTANCE AND AFFIRMATION BY REGISTERED AGENT

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.

DocuSigned by:

Daniel G. Musca, Esq.

Date: January 1, 2023

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TALLAHASSEE, FL