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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

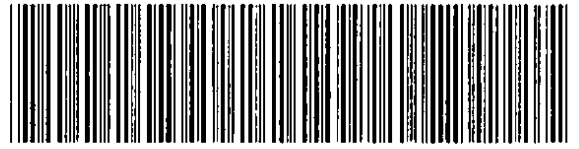
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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07/12/23--01015--021 **180.00

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TALLAHASSEE, FL
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STERN KILCULLEN & RUFOLO, LLC

COUNSELORS AT LAW

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*Admitted in NJ and NY
^Admitted in NJ, NY, PA and FL
~Admitted in NJ, NY and FL
<Admitted in NJ, NY and CT
+ Admitted in NJ and PA

VINCENT COSENZO~
CHRIS CARDONE

July 11, 2023

VIA FEDERAL EXPRESS

New Filing Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Re: Converting Gryphon Associates LLC from a Delaware LLC to a Florida LLC

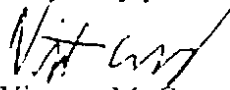
Dear Sir or Madam:

Enclosed please find the documents necessary to convert Gryphon Associates LLC from a Delaware limited liability company to a Florida limited liability company. The documents include Articles of Conversion and Articles of Organization as required by s. 605.1045, F.S. Also included is the Plan of Conversion for reference.

Finally, a check is enclosed for the amount of \$180.00 to cover the filing fees and for certified copies.

If any questions arise pertaining to the documents, please feel free to let me know.

Very truly yours,


Vincent M. Cosenzo

VMC
Encls.

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COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Gryphon Associates LLC
(Name of Resulting Florida Limited Company)

The enclosed Articles 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. 605.1045, F.S.

Please return all correspondence concerning this matter to:

Vincent M. Cosenzo
(Contact Person)

Stern Kilcullen & Rufolo
(Firm/Company)

325 Columbia Turnpike, Suite 110
(Address)

Florham Park, New Jersey 07932
(City, State and Zip Code)

cheryl.benard@gmail.com
E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Vincent M. Cosenzo at (973) 535-2631
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount: (All checks processed by this office must be payable in US dollars and drawn on a bank located in the United States)

- \$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

Mailing Address:
New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
New Filing Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

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Florida Articles of Conversion

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TALLAHASSEE, FL

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

The 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 s.605.1045, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of the Articles of Conversion is:
Gryphon Associates LLC

(Enter Name of Other Business Entity)

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

First organized, formed or incorporated under the laws of Delaware
(Enter state, or if a non-U.S. entity, the name of the country)

On January 30, 2009
(date of organization, formation or incorporation)

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

Gryphon Associates LLC

(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: _____
(The effective date: Cannot be prior to date of receipt or filed date nor more than 90 calendar days after the date this document is filed by the Florida Department of State.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

5. The plan of conversion has been approved in accordance with all applicable statutes.

6. The "Converted or Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 605.1006 and 605.1061-605.1072, F.S.

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TALLAHASSEE, FL

Signed this 6th day of July 2023

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: [Signature]
Printed Name: Zalmay Khalilzad Title: President

Signature(s) on behalf of Other Business Entity: [See below for required signature(s)]

Signature: [Signature]
Printed Name: Zalmay Khalilzad Title: President/Authorized Person

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:

Articles 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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Florida Articles of Organization

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Gryphon Associates LLC

(Must contain 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:

200 SE Mizner Boulevard

Apt. 615

Boca Raton, Florida 33432

Mailing Address:

200 SE Mizner Boulevard

Apt. 615

Boca Raton, Florida 33432

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:

Dr. Cheryl C. Benard

Name

200 SE Mizner Boulevard, Apt. 615

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

Boca Raton

FL

33432

City

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)

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TALLAHASSEE, FL

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ARTICLE IV-

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

Title:

"AMBR" = Authorized Member
"MGR" = Manager
AMBR

Name and Address:

Zalmay Khalilzad
200 SE Mizner Boulevard, Apt. 615
Boca Raton, Florida 33432

AMBR

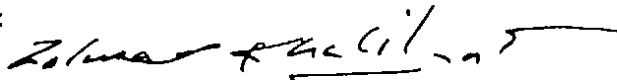
Dr. Cheryl C. Benard
200 SE Mizner Boulevard, Apt. 615
Boca Raton, Florida 33432

(Use attachment if necessary)

ARTICLE V: Other provisions, if any.

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REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. 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.

Zalmay Khalilzad, President and 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)

Plan of Conversion

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2023 JUL 12 AM 9:35

SECRETARY OF STATE
TALLAHASSEE, FL

GRYPHON ASSOCIATES LLC
PLAN OF CONVERSION

This PLAN OF CONVERSION (this "Plan") is hereby adopted by Gryphon Associates LLC, A Delaware limited liability company (the "Company"), for the purpose of converting the Company to a Florida limited liability company pursuant to the provisions of Section 605.1041(3) of the Florida Revised Limited Liability Company Act (the "FL Act") and Section 18-216 of the Delaware Code (the "DE Act").

1. Terms and Conditions of the Conversion. At the Effective Time (as defined below), the Company will be converted from a Delaware limited liability company to a Florida limited liability company pursuant to the provisions of Sections 605.1041(3) and 605.1046 of the FL Act and Section 18-216 of the DE Act (the "Conversion").
2. Names of Constituent Entity and Resulting Entity. The name of the constituent Delaware entity is GRYPHON ASSOCIATES LLC, and the name of the resulting Florida entity will be GRYPHON ASSOCIATES LLC.
3. Jurisdiction of Law Governing Constituent and Resulting Entity. The constituent Delaware entity is governed by the laws of the State of Delaware. The resulting Florida entity will be governed by the laws of the State of Florida.
4. Ownership of Constituent and Resulting Entity. The issued and outstanding membership interests of the constituent Delaware entity will remain issued and outstanding following the Conversion, and will be issued and outstanding membership interests of the resulting Florida entity.
5. Charter Documents of the Resulting Entity. A true and correct copy of the Articles of Organization of the resulting Florida entity is attached hereto.
6. Effective Time. The conversion shall be effective upon the filing of Articles of Conversion in accordance with the requirements of Section 605.1045 of the FL Act, and the filing of a Certificate of Conversion in accordance with the requirements of Section 18-216 of the DE Act (the "Effective Time").

GRYPHON ASSOCIATES LLC,
a Delaware limited liability company

By: Zakmay Khalil
Name: ZAKMAY KHALIL (271)
Title: President
Date: July 3rd, 2023

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TALLAHASSEE, FL

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