

MO6000003946

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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MAIL

(Business Entity Name)

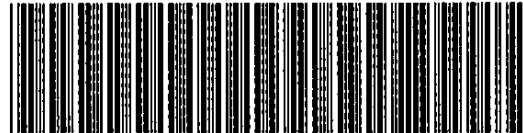
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DIVISION OF CORPORATIONS

HR-6077
cus-6183
cc-6078
Originally submitted
by E-FILE on
7/17/06.
-Vut

-eff. date

B. Tedlock JUL 19 2006



July 17, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

ROGERS, TOWERS, BAILEY, ET AL

SUBJECT: MIDTOWN CENTRE LLC
REF: W06000031496

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A Certificate of Conversion cannot be filed electronically. You must submit the certificate of conversion and the articles by mail.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt
Document Specialist

FAX Aud. #: H06000180772
Letter Number: 006A00045579

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Midtown Centre LLC

(Name of Florida Limited Liability Company)

The enclosed Certificate of Conversion and fee(s) are submitted to convert a Florida Limited Liability Company" into an "Other Business Entity" in accordance with s.608.4403, F.S.

Please return all correspondence concerning this matter to:

Gayle L. Rice

(Contact Person)

Rogers Towers, P.A.

(Firm/Company)

1301 Riverplace Blvd., Suite 1500

(Address)

Jacksonville, Florida 32207

(City, State and Zip Code)

For further information concerning this matter, please call:

Gayle L. Rice

(Name of Contact Person)

at (904) 346-5515

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$25.00 Filing Fee

☐ \$30.00 Filing Fee
and Certificate of
Status

☐ \$55.00 Filing Fee
and Certified Copy

☒ \$60.00 Filing Fee,
Certified Copy, and
Certificate of Status

STREET ADDRESS:

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

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

H06000180772

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

This Certificate of Conversion is submitted to convert the following **Florida Limited Liability Company into an "Other Business Entity"** in accordance with s. 608.4403, Florida Statutes.

1. The name of the Florida Limited Liability Company converting into the "Other Business Entity" is:

Midtown Centre LLC LOT-74546
(Enter Name of Florida Limited Liability Company)

2. The name of the "Other Business Entity" is:

Midtown Centre, LLC MLC-3946
(Enter Name of "Other Business Entity")

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

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

4. The above referenced Florida Limited Liability Company has converted into an "Other Business Entity" in compliance with Chapter 608, F.S., and the conversion complies with the statute or applicable law governing the "Other Business Entity."

5. The plan of conversion was approved by the converting Florida Limited Liability Company in accordance with Chapter 608, F.S.

6. If applicable, the written consent of each member who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to s. 608.4402(2), F.S.

7. This conversion was effective under the laws governing the "Other Business Entity"

on: July 14, 2006

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8. This conversion shall be effective in Florida on: July 14, 2006.
(The effective date: 1) cannot be prior to 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 of the conversion under the laws governing the "Other Business Entity.")

9. The principal office address of the "Other Business Entity" under the laws of the state, country, or jurisdiction in which such entity was organized is as follows:

3947 Boulevard Centre Drive, Suite 5

Jacksonville, Florida 32207

10. If the "Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Other Business Entity":

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida limited liability company, including any appraisal rights of its members under ss. 608.4351-608.43595, F.S.

b.) Lists the following street and mailing address of an office the Florida Department of State may use for purposes of s. 48.181, F.S.

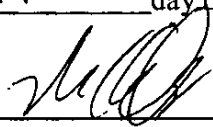
Street Address: 3947 Boulevard Centre Drive, Suite 5

Jacksonville, Florida 32207

Mailing Address: same as above

11. The "Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 608.4351-608.43595, F.S.

Signed this 14th day of July, 2006

Signature: 

(Must be signed by a Member or Authorized Representative.)

Printed Name: Roger W. Kellogg Title: President

Fees: Filing Fee: \$25.00
Certified Copy: \$30.00 (Optional)
Certificate of Status: \$5.00 (Optional)