

PD0000023291

(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:

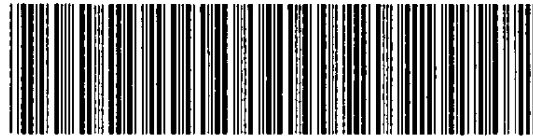
L. SELLERS

JUN 16 2009

EXAMINER

Office Use Only

C\$ 35.00



500155326875

05/26/09--01002--006 **35.00

FILED
09 JUN 15 AM 10:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Sunwin Stevia International Corp

(Name of Florida Profit Corporation)

The enclosed Certificate of Conversion and fee(s) are submitted to convert a Florida Profit Corporation into an "Other Business Entity" in accordance with s. 607.1113, F.S.

Please return all correspondence concerning this matter to:

Amy Hammerlee

(Contact Person)

Frost Brown Todd LLC

(Firm/Company)

2200 PNC Center, 201 E. Fifth St.

(Address)

Cincinnati, Ohio 45202

(City, State and Zip Code)

For further information concerning this matter, please call:

Amy Hammerlee

(Name of Contact Person)

at (513) 651-6800

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$35.00 Filing Fee

☐ \$43.75 Filing Fee
and Certificate of
Status

☐ \$43.75 Filing Fee
and Certified Copy

☐ \$52.50 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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 27, 2009

AMY HAMMERLEE
FROST BROWN TODD LLC
2200 PNC CENTER, 201 E. FIFTH ST.
CINCINNATI, OH 45202

SUBJECT: SUNWIN STEVIA INTERNATIONAL CORP
Ref. Number: P06000023291

We have received your document for SUNWIN STEVIA INTERNATIONAL CORP and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date must be specific and cannot be prior to the date of filing.

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) 245-6967.

Leslie Sellers
Regulatory Specialist II

Letter Number: 509A00017871

Certificate of Conversion
For
Florida Profit Corporation
Into
"Other Business Entity"

This Certificate of Conversion is submitted to convert the following **Florida Profit Corporation into an "Other Business Entity"** in accordance with s. 607.1113, Florida Statutes.

1. The name of the Florida Profit Corporation converting into the "Other Business Entity" is:

Sunwin Stevia International Corp

(Enter Name of Florida Profit Corporation)

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

Sunwin USA LLC

(Enter Name of "Other Business Entity")

3. The "Other Business Entity" is a **limited liability company**
(Enter entity type. Example: limited liability company, 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 Profit Corporation has converted into an "Other Business Entity" in compliance with Chapter 607, F.S., and the conversion complies with the applicable laws governing the "Other Business Entity."

5. The plan of conversion was approved by the converting Florida Profit Corporation in accordance with Chapter 607, F.S.

6. If applicable, the written consent of each shareholder who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to s. 607.1112(6), F.S.

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

on: **May 11, 2009**

FILED
09 JUN 15 AM 10:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

8. This conversion shall be effective in Florida on: _____
(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 "Other Business Entity's" principal office address, if any:

431 Fairway Drive, Suite 200

Deerfield Beach, FL 33441

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 profit corporation, including any appraisal rights of shareholders of the converting Florida profit corporation under ss. 607.1301-607.1333, Florida Statutes.

b.) Lists the following street and mailing address of an office, which the Florida Department of State may use for purposes of s. 607.1114(4), Florida Statutes.

Street Address: 431 Fairway Drive, Suite 200

Deerfield Beach, FL 33441

Mailing Address: Post Office Box 1017

Frisco, TX 75034

11. The "Other Business Entity" has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under ss.607-1301-607.1333, F.S.

Signed this 29TH day of April 2009.

Signature: _____

(Must be signed by a Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.)

Printed Name: JEFFREY REYNOLDS Title: CEO

Fees: Filing Fee:	\$35.00
Certified Copy:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)