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(City/State/Zip/Phone #)

☐ PICK-UP

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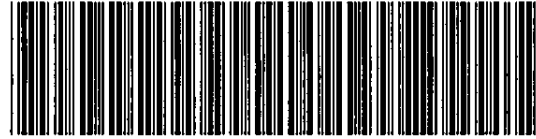
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

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

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12/13/06--01027--006 \*\*113.75

EFFECTIVE DATE  
1-1-07

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** 5th Ave Financial Group, Inc.  
(Name of Resulting Florida Profit Corporation)

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.1115, F.S.

Please return all correspondence concerning this matter to:

Mark D. Snider  
(Contact Person)

Elk, Bankier, Christu & Bakst LLP  
(Firm/Company)

4800 N. Federal Highway, Suite 200E  
(Address)

Boca Raton, FL 33431  
(City, State and Zip Code)

For further information concerning this matter, please call:

Mark D. Snider at ( 561 ) 368-8800  
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

<input type="checkbox"/> \$105.00 Filing Fees	<input type="checkbox"/> \$113.75 Filing Fees and Certificate of Status	<input checked="" type="checkbox"/> \$113.75 Filing Fees and Certified Copy	<input type="checkbox"/> \$122.50 Filing Fees, Certified Copy, and Certificate of Status
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**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

CERTIFICATE OF CONVERSION  
CONVERTING  
5TH AVE FINANCIAL GROUP, LLC,  
A Florida Limited Liability Company,  
TO  
5TH AVE FINANCIAL GROUP, INC.  
A Florida Corporation

This Certificate of Conversion is being filed for the purpose of converting 5th Ave Financial Group, LLC, a Florida limited liability company (the "Converting Entity"), to a Florida corporation to be named "5th Ave Financial Group, Inc." (the "Corporation") pursuant to Section 607.1115 of the Florida Business Corporation Act, as amended (the "Act"), and pursuant to Section 608.4403 of the Florida Limited Liability Company Act, as amended (the "LLC Act").

The undersigned does hereby certify as follows:

1. Name of Converting Entity. The name of the Converting Entity immediately prior to the filing of this Certificate of Conversion was "5th Ave Financial Group, LLC".

2. Type and Date and Jurisdiction of Formation of Converting Entity. The Converting Entity is a limited liability company. The date on which, and the jurisdiction where, the Converting Entity was formed, which jurisdiction has not changed, are as follows:

<u>Date</u>	<u>Jurisdiction</u>
March 15, 2004 (Date Filed)	Florida
and	
March 11, 2004 (Effective Date)	404000019950

3. Name of the Corporation. The name of the corporation to which the Converting Entity is being converted and the name set forth in the Articles of Incorporation of the corporation filed in accordance with Section 607.1115(2) of the Act is "5th Ave Financial Group, Inc."

4. Upon the effectiveness of this Certificate, the Converting Entity will convert into the Corporation in compliance with the Act and the LLC Act.

5. The plan of conversion was approved by the Converting Entity in accordance with Section 608.4402 of the LLC Act.

6. The principal office address of the Corporation under the laws of the jurisdiction in which such entity is organized is 32 SW 5th Avenue, Delray Beach, Florida 33444.

EFFECTIVE DATE  
1-1-07

7. The Corporation has agreed to pay any members of the Converting Entity having appraisal rights the amount to which such members are entitled under Section 608.4351 to 608.43595 of the LLC Act.

8. Effective Time. This Certificate and the conversion of the Converting Entity into the Corporation shall be effective upon January 1, 2007.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Conversion as of December 12, 2006.

5TH AVE FINANCIAL GROUP, LLC

By: Palm Beach Realty Consultants, Inc.  
Its: Manager

By: Sharon Restrepo  
Name: Sharon Restrepo  
Its: President

ARTICLES OF INCORPORATION  
OF  
5TH AVE FINANCIAL GROUP, INC.

These Articles of Incorporation are being filed pursuant to Section 607.1115 of the Florida Business Corporation Act, as amended, in connection with the conversion of 5th Ave Financial Group, LLC, a Florida limited liability company, to a Florida corporation. The undersigned incorporator hereby adopts the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act, as amended:

FIRST. The name of the corporation (hereinafter called the "corporation") is 5th Ave Financial Group, Inc.

SECOND. The street address and mailing address of the initial principal office of the corporation is 32 SW 5<sup>th</sup> Avenue, Delray Beach, Florida 33444.

THIRD. The purpose of the corporation is to engage in any lawful business, act or activity for which corporations may be organized under the Florida Business Corporation Act.

FOURTH. The total number of shares that the corporation is authorized to issue is One Thousand (1,000) shares of Common Stock, \$.01 par value per share.

FIFTH. The street address of the initial registered office of the corporation in the State of Florida is 32 SW 5<sup>th</sup> Avenue, Delray Beach, Florida 33444. The name of the initial registered agent of the corporation at said registered office is Sharon Restrepo.

SIXTH: These Articles of Incorporation shall be effective on January 1, 2007.

The written acceptance of said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

SEVENTH. The name and the address of the incorporator is Sharon Restrepo at 32 SW 5<sup>th</sup> Avenue, Delray Beach, Florida 33444.

Signed on this 12<sup>th</sup> day of December, 2006

  
Sharon Restrepo, Incorporator

THE UNDERSIGNED, named as the registered agent in the Fifth Article of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607.0505.

REGISTERED AGENT

  
Sharon Restrepo