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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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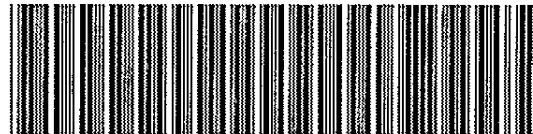
(Business Entity Name)

(Document Number)

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

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TALLAHASSEE, FLORIDA

N. O. FEB - 9 2007

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Amesbury, 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:

Louis L. Hamby III, Esq.

(Contact Person)

Alley, Maass, Rogers & Lindsay, P.A.

(Firm/Company)

340 Royal Poinciana Plaza, Suite 321

(Address)

Palm Beach, FL 33480

(City, State and Zip Code)

For further information concerning this matter, please call:

Louis L. Hamby III

(Name of Contact Person)

at ( 561 ) 659-1770

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$105.00 Filing Fees

☐ \$113.75 Filing Fees  
and Certificate of  
Status

☐ \$113.75 Filing Fees  
and Certified Copy

☐ \$122.50 Filing Fees,  
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

LAW OFFICES

**ALLEY, MAASS, ROGERS & LINDSAY, P.A.**

340 ROYAL POINCIANA WAY, SUITE 321

POST OFFICE BOX 431

PALM BEACH, FLORIDA 33480-0431

(561) 659-1770

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HAROLD G. MAASS (OF COUNSEL)

EDWARD D. LEWIS (OF COUNSEL)

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RAYMOND C. ALLEY (1893-1975)

KAREN S. MARX (1964-1994)

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PAUL B. ERICKSON

DAVID H. BAKER

WILLIAM W. ATTERBURY III

LOUIS L. HAMBY III

ROBB R. MAASS

M. TIMOTHY HANLON

WARREN D. HAYES, SR.

STUART J. HAFT

DWIGHT A. MILLER

JEFFREY W. COX

ERIC R. SEVERSON

February 8, 2007

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Amesbury Asset Management, Inc.

Dear Sirs:

Enclosed is a copy of your January 31, 2007, letter, along with a new certificate of conversion form and new Articles of Incorporation using the above-referenced name for the company in Florida. Please file the Articles and return a stamped copy to me at your earliest convenience.

Sincerely,

ALLEY, MAASS, ROGERS  
& LINDSAY, P.A.

BY:   
LOUIS L. HAMBY III

LLH III/cr  
Enc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

This Certificate of Conversion and attached Articles of Incorporation are submitted to convert the following "Other Business Entity" into a Florida Profit Corporation in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

Amesbury, Inc.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a corporation  
(Enter entity type. Example: limited liability company, limited partnership, sole proprietorship, 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 12/3/99  
(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

Delaware

4. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation:

Amesbury Asset Management, Inc.

(Enter Name of Florida Profit Corporation)

5. If not effective on the date of filing, enter the effective date: n/a.  
(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 listed in the attached Articles of Incorporation, if an effective date is listed therein.)

Signed this 12 day of January, 2007.

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

Printed Name: Steven G. Finch Title: President

**Fees:**

Certificate of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF AMESBURY ASSET MANAGEMENT, INC.

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07 FEB -9 PM 2: 52

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned executes and files these Articles of Incorporation pursuant to F.S. Chapter 607:

ARTICLE I - NAME

The name of this corporation is AMESBURY ASSET MANAGEMENT, INC.

ARTICLE II - ADDRESS

The street address of the principal office of the Corporation is c/o Steven G. Finch, 275 Orange Grove Road, Palm Beach, FL 33480, and its mailing address is the same.

ARTICLE III - PURPOSE

The purpose of the Corporation is to transact any and all lawful business.

ARTICLE IV - SHARES

The number of shares of stock is 1,000 share of common stock at \$1.00 par value common stock.

ARTICLE V - DIRECTORS

The initial directors of the Corporation shall be the following two (2) people:

Steven G. Finch- 275 Orange Grove Road, Palm Beach, FL 33480  
April G. Finch - 275 Orange Grove Road, Palm Beach, FL 33480

ARTICLE VI - OFFICERS

The initial officers of the Corporation shall be as follows:

Steven G. Finch- President, Vice-President, Secretary & Treasurer

ARTICLE VII -REGISTERED AGENT

The Corporation's registered agent is Louis L. Hamby III and the street address of the Corporation's initial registered office is Alley, Maass, Rogers & Lindsay, P.A., 340 Royal Poinciana Plaza, Suite 321, Palm Beach, Florida 33480, attention: Louis L. Hamby III, Esq.

ARTICLE VIII - INCORPORATOR/PERSON SIGNING

The name and address of the person executing these Articles is as follows:

Steven G. Finch, President  
275 Orange Grove Road  
Palm Beach, FL 33480

ARTICLE IX - INDEMNIFICATION

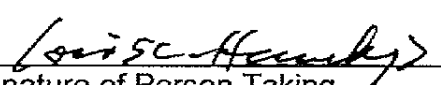
The Association shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12<sup>th</sup> day of January, 2007.

  
\_\_\_\_\_  
Steven G. Finch, President

STATE OF FLORIDA                    )  
  ) ss:  
COUNTY OF PALM BEACH        )

The foregoing was acknowledged before me this 12<sup>th</sup> day of January, 2007, by Steven G. Finch, ~~Incorporator~~ *President*, who is personally known to me.

  
\_\_\_\_\_  
Signature of Person Taking  
Acknowledgment

\_\_\_\_\_  
Name typed, printed or stamped  
Title or Rank: \_\_\_\_\_

Serial Number: \_\_\_\_\_



Acceptance of Designation

The undersigned, Louis L. Hamby III, hereby accepts the designation of himself as registered agent for Amesbury Asset Management, Inc. and agrees to serve in compliance with all applicable Florida Statutes. I am familiar with and accept the obligations of my position as registered agent.

  
LOUIS L. HAMBY III

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