

P07000123095

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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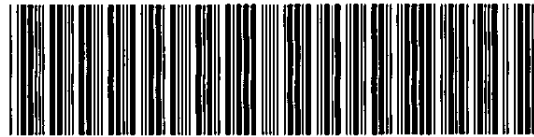
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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01/07/14--01004--016 **90.00

RECEIVED
DEPARTMENT OF STATE
13 DEC 31 PM 1:35

FILED
13 DEC 31 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CT Corporation System

December 31, 2013

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 9004682 SO
Customer Reference 1: Brooklyn Water Enterprise
Customer Reference 2: 32731.0001

File 1st

Dear Department of State, Florida :

Please obtain the following:

BROOKLYN WATER BAGEL FRANCHISE CO., INC. (FL)
Conversion
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092 . Thank you very much for your help.

Sincerely,
205-8842

Connie R Bryan
Senior Fulfillment Specialist
Connie.Bryan@wolterskluwer.com

FILED
13 DEC 31 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 2, 2014

CONNIE BRYAN
C T CORPORATION SYSTEM

SUBJECT: BROOKLYN WATER BAGEL FRANCHISE CO., INC.
Ref. Number: P07000123095

We have received your document for BROOKLYN WATER BAGEL FRANCHISE CO., INC. and your check(s) totaling \$25.00. However, the document has not been filed and is being retained in this office for the following:

The filing fee to file this conversion is \$35.00. So therefore, we need an additional \$35.00.

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) 245-6050.

Diane Cushing
Senior Section Administrator

Letter Number: 614A00000045

**CERTIFICATE OF CONVERSION
FOR
BROOKLYN WATER BAGEL FRANCHISE CO., INC.
INTO
BROOKLYN WATER BAGEL FRANCHISE, LLC**

FILED
13 DEC 31 AM 11:22:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
- 907 212 3095

The undersigned duly authorized persons, on behalf of **BROOKLYN WATER BAGEL FRANCHISE CO., INC.**, a Florida corporation (the "*Converting Corporation*") and Brooklyn Water Bagel Franchise, LLC, a Delaware limited liability company (the "*Converted Entity*"), respectively, and for the purpose of converting the Converting Corporation from a Florida corporation into a Delaware limited liability company pursuant to §§ 607.1112 through 607.1114 of the Florida Business Corporation Act (the "*FBCA*") and § 18-214 of the Delaware Limited Liability Company Act (the "*DLLCA*"), certifies that:

1. The name of the Converting Corporation at its incorporation and immediately prior to the filing of this Certificate of Conversion was "**BROOKLYN WATER BAGEL FRANCHISE CO., INC.**"
2. The Converting Corporation is a corporation first incorporated under the laws of Florida on November 13, 2007.
3. The name of the surviving limited liability company is "**BROOKLYN WATER BAGEL FRANCHISE, LLC**", a Delaware limited liability company.
4. The above referenced Florida corporation has converted into a Delaware limited liability company in accordance with Chapter 607, Florida Statutes, and the conversion complies with the DLLCA, governing limited liability companies.
5. The Plan of Conversion was approved by the Converting Corporation in accordance with Chapter 607, Florida Statutes.
6. The written consent of the Board of Directors and sole Shareholder of the Converting Corporation were obtained pursuant to § 607.1112(6) of the Florida Statutes.
7. The principal office address of the Converted Entity shall be 5355 Town Center Road, Suite 702, Boca Raton, Florida 33486.
8. The effective date of filing for this Certificate of Conversion shall be as of the date of filing.
9. The Converted Entity hereby appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the Converting Corporation under §§ 607.1301-607.1333, Florida Statutes, and the street and mailing address set forth in Paragraph 7 above is the address which the Department of State may use for purposes of Section 607.1114(4) of the FBCA.

10. The Converted Entity has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under §§ 607.1301-607.1333, Florida Statutes.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned have duly executed this Certificate of Conversion, on behalf of the Converting Corporation and the Converted Entity, respectively, as of this 31st day of December, 2013.

**BROOKLYN WATER BAGEL
FRANCHISE CO., INC.**

By: 
Dr. Joseph West
President

**BROOKLYN WATER BAGEL
FRANCHISE, LLC**

By: 
Steven Fassberg
Manager

FILED

13 DEC 31 AM 11:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA