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(Address)

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(City/State/Zip/Phone #)

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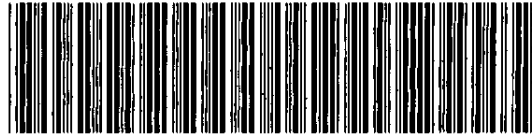
(Business Entity Name)

(Document Number)

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

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07/29/08--01022--021 \*\*122.50

CC & CUS  
Conversion

PO8-71503

FILED  
08 JUL 29 PM 12:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N. CAUSSEAU

JUL 30 2008

EXAMINER

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Francois & Company, 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:

James F. Tenney, Esq.  
(Contact Person)

Merritt & Tenney, LLP  
(Firm/Company)

200 Galleria Parkway, Suite 500  
(Address)

Atlanta, GA 30339  
(City, State and Zip Code)

For further information concerning this matter, please call:

Elaine Ramey at ( 770 ) 952-6550  
(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<br>and Certificate of<br>Status | <input type="checkbox"/> \$113.75 Filing Fees<br>and Certified Copy | <input checked="" type="checkbox"/> \$122.50 Filing Fees,<br>Certified Copy, and<br>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

**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", Stone Age Design, LLC into a Florida Profit Corporation, Francois & Company, Inc., 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:

STONE AGE DESIGN, LLC

2. The "Other Business Entity" is a limited liability company first organized, formed or incorporated under the laws of the State of Georgia on January 9, 1998. The original jurisdiction has not changed.

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

FRANCOIS & COMPANY, INC.

4. The plan of conversion is on file at the principal place of business of Francois & Company, Inc., the converted entity, at 711 Orange Avenue, Suite C, Winter Park, Florida 32789. The plan of conversion has been approved as required by the laws of Georgia and the governing documents of Stone Age Design, LLC, the converting entity.

5. The effective date is on the date of filing.

Signed this 23<sup>rd</sup> day of July, 2008.

FRANCOIS & COMPANY, INC:

By: 

Name: Thierry Francois

Title: President

STONE AGE DESIGN, LLC:

By: 

Name: Shannon Francois

Title: Manager

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## **ARTICLES OF INCORPORATION**

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

### **ARTICLE I NAME**

The name of the corporation shall be:

FRANCOIS & COMPANY, INC.

### **ARTICLE II PRINCIPAL OFFICE**

The principal place of business/mailling address is:

711 Orange Avenue, Suite C  
Winter Park, FL 32789

### **ARTICLE III PURPOSE**

The purpose for which the corporation is organized is:

any and all lawful business

### **ARTICLE IV SHARES**

The number of shares of stock is:

1000 shares having no par value

### **ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS**

List name(s), address(es) and specific title(s):

Thierry Francois, Director/President  
711 Orange Avenue, Suite C  
Winter Park, FL 32789

Shannon Francois, Director/Vice President  
711 Orange Avenue, Suite C  
Winter Park, FL 32789

### **ARTICLE VI REGISTERED AGENT**

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

CT Corporation System  
1200 South Pine Island Road  
Plantation, FL 33324

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**ARTICLE VII INCORPORATOR**

The name and address of the Incorporator is:

James F. Tenney, Esq.  
200 Galleria Parkway, Suite 500  
Atlanta, GA 30339

\*\*\*\*\*

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity*

 Ternell Kearney Asst. Secretary

Signature/Registered Agent

7/24/08

Date

 Signature/Incorporator

7/24/08

Date

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