

P09000028908

(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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500224046565

03/09/12--01001--002 **43.75

RECEIVED
FILED
12 MAR -8 PM 2:59
12 MAR -8 AM 10:01
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

B. BOSTICK

MAR 12 2012

EXAMINER

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: RICKY SOTO

DATE: 03/08/2012

REF. #: 000262.162993

CORP. NAME: CRS HOLDING OF AMERICA, INC. (a Florida corporation) converting to CRS HOLDING OF AMERICA, LLC (a Delaware LLC)

- | | | |
|---|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input checked="" type="checkbox"/> CERTIFICATE OF CONVERSION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 543601 **FOR \$** 43.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ **COST LIMIT: \$** _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

FILED
12 MAR -8 AM 10:01
STATE
TALLAHASSEE, FLORIDA

Certificate of Conversion
converting a
Florida Corporation
into a
Delaware Limited Liability Company

This Certificate of Conversion is submitted to convert the following Florida corporation into a Delaware limited liability company.

1. The name of the Florida corporation (the "Corporation") immediately prior to the filing of this Certificate of Conversion is:

CRS Holding of America, Inc.
(Document No. P09000028908)

2. The Corporation is a corporation first incorporated under the laws of the State of Florida on March 30, 2009.

3. The name of the Delaware limited liability company (the "LLC") is:

CRS Holding of America, LLC

4. The Corporation has been converted into a Delaware limited liability company in compliance with Chapter 607 of the Florida Statutes and Section 18-214 of the Delaware Limited Liability Company Act.

5. The Plan of Conversion was approved by the unanimous written consent of the Board of Directors and shareholders of the Corporation in accordance with Chapter 607 of the Florida Statutes.

6. The address of the principal office of the LLC and the street and mailing address of the office which the Department of State may use for purposes of s. 607.1114(4), Florida Statutes, is 3110 Cherry Palm Drive, Suite 330, Tampa, Florida 33619.

7. The LLC appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the Corporation, including any appraisal rights of shareholders of the Corporation under ss. 607.1301-607.1333, Florida Statutes.

8. To the extent that the shareholders of the Corporation have appraisal rights they are not precluded from asserting, the Corporation has agreed to pay such shareholders the amount to which such shareholders are entitled pursuant to Sections 607.1301-607.1333, Florida Statutes.

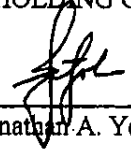
9. The conversion will be effective on the date of filing with the Florida Department of State of this Certificate of Conversion.

[Signature page follows]

FILED
12 MAR -8 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned officer of the Florida corporation has executed this Certificate of Conversion for the uses and purposes therein stated on this 8th day of March, 2012.

CRS HOLDING OF AMERICA, INC.

By: 
Jonathan A. Yob, President

FILED
12 MAR -8 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED
12 MAR -9 PM 4:35
OFFICE OF THE SECRETARY
STATE DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

March 9, 2012

CORPDIRECT AGENTS, INC.
RICKY SOTO

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE

SUBJECT: CRS HOLDING OF AMERICA, INC.
Ref. Number: P09000028908

3/8/12

We have received your document for CRS HOLDING OF AMERICA, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Certificate of Conversion must contain the principal office address of the other business entity.

If other business entity is an out-of-state entity not registered to transact business in Florida, the Certificate of Conversion must include:

a.) A statement that the other business entity appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting domestic corporation, including any appraisal rights of shareholders of the converting domestic corporation under ss. 607.1301-607.1333, Florida Statutes.

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

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) 245-6051.

Barbara Bostick
Regulatory Specialist II

Letter Number: 512A00008933

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE

3/8/12

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE

3/8/12