

P09000031930

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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WAIT

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MAIL

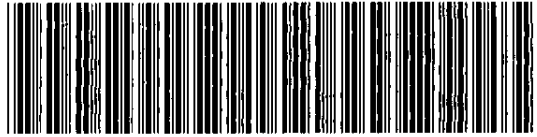
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000147894570

04/01/09--01012--018 **113.75

B. KOHR

APR 16 2009

EXAMINER

FILED
09 APR - 1 AM 10:15
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: ZIEL SCALE, 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:

ELIZABETH ZIEL
(Contact Person)

ZIEL SCALE, INC
(Firm/Company)

6406 SUNSET AVE
(Address)

PANAMA CITY BEACH, FL 32408
(City, State and Zip Code)

For further information concerning this matter, please call:

ELIZABETH ZIEL at (850) 233-8578
(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 |
|---|---|--|--|

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

FILED
09 APR - 1 AM 10:12
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 2, 2009

ELIZABETH ZIEL
ZIEL SCALE, INC.
6406 SUNSET AVENUE
PANAMA CITY BEACH, FL 32408

SUBJECT: ZIEL SCALE, INC.
Ref. Number: W09000015463

FILED
09 APR -1 AM 10:19
DIVISION OF STATE
TALLAHASSEE, FLORIDA

We have received your document for ZIEL SCALE, INC. and your check(s) totaling \$113.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED YOUR \$113.75 payment. —

*ND good! sent
new check
from new
acct.
sorry!*

An officer of the resulting corporation must sign in the REQUIRED SIGNATURE FOR FLORIDA PROFIT CORPORATION blank on page 2 of the Certificate of Conversion. (The two signatures already on the form are for the converting LLC. These signatures are also required.)

Then in Article VI of the Articles of Incorporation, you must list the NAME and FLORIDA STREET ADDRESS of the company's Registered Agent.

And on page 2 of the Articles of Incorporation, you must list the NAME and ADDRESS of the company's INCORPORATOR. And then, also on page 2, the REGISTERED AGENT and the INCORPORATOR must both sign and date the document.

Please note that it would be perfectly acceptable for the same individual to be both the INCORPORATOR and the REGISTERED AGENT.

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) 245-6914.

Buck Kohr
Regulatory Specialist II

Letter Number: 009A00011114

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: ZIEL SCALE, 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:

ELIZABETH ZIEL
(Contact Person)

ZIEL SCALE, INC
(Firm/Company)

6406 SUNSET AVE
(Address)

PANAMA CITY BEACH, FL 32408
(City, State and Zip Code)

For further information concerning this matter, please call:

ELIZABETH ZIEL at (850) 233-8578
(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 |
|---|---|--|--|

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

FILED
09 APR - 1 AM 10:10
TALLAHASSEE, FLORIDA

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

FILED
09 APR - 1 AM 10:13
TALLAHASSEE, FLORIDA

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:

ZIEL SCALE & EQUIPMENT COMPANY, LLC

(Enter Name of Other Business Entity)

L0500000103631

2. The "Other Business Entity" is a LIMITED LIABILITY COMPANY

(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 FLORIDA

(Enter state, or if a non-U.S. entity, the name of the country)

on 10/25/2005

(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:

N/A

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

ZIEL SCALE, INC

(Enter Name of Florida Profit Corporation)

5. If not effective on the date of filing, enter the effective date: _____
(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 24 day of MARCH, 2009.

Required Signature for Florida Profit Corporation:

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: X

Printed Name: DAVID ZIEL Title: PRESIDENT

Required Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: [Signature]
Printed Name: DAVID ZIEL Title: PRESIDENT

Signature: Elizabeth Ziel
Printed Name: ELIZABETH ZIEL Title: V. PRESIDENT

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

If Florida Limited Liability Company:

Signature of a Member or Authorized Representative.

All others:

Signature of an authorized person.

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)

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:

ZIEL SCALE, INC

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailing address is:

6406 SUNSET AVE
PANAMA CITY BEACH, FL 32408

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

SELL AND REPAIR ALL TYPES OF WEIGHING SCALES

ARTICLE IV SHARES

The number of shares of stock is:

100

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

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

DAVID ZIEL PRESIDENT
6406 SUNSET AVE
PANAMA CITY BEACH, FL 32408

ELIZABETH ZIEL VICE PRESIDENT
6406 SUNSET AVE
PANAMA CITY BEACH, FL 32408

ARTICLE VI REGISTERED AGENT

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

Elizabeth Ziel
6406 SUNSET AVE
PANAMA City Bch Fl 32408

FILED
09 APR - 1 AM 10:15
TALLAHASSEE, FLORIDA

ARTICLE VII INCORPORATOR

The **name and address** of the Incorporator is:

Elizabeth Ziel
6406 SUVSET AVE
PANAMA CITY FL 32408

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

✗ Elizabeth Ziel

Signature/Registered Agent

04.03.09

Date

✗ Elizabeth Ziel

Signature/Incorporator

04.03.09

Date