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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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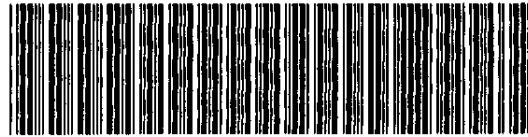
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

T. HAMPTON  
APR - 1 2011  
EXAMINER

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** WINTHORPE AND ASSOCIATES, INC.  
Name of Florida Profit Corporation

The enclosed Certificate of Conversion and fee(s) are submitted to convert a Florida Profit Corporation into an "Other Business Entity" in accordance with s. 607.1113, F.S.

Please return all correspondence concerning this matter to:

MICHELLE SNEDDEN

Contact Person

SHACKELFORD, MELTON & MCKINLEY, LLP

Firm/Company

3333 LEE PARKWAY, TENTH FLOOR

Address

DALLAS, TEXAS 75219

City, State and Zip Code

MSNEDDEN@SHACKLAW.NET

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

KIM MEREDITH

Name of Contact Person

at ( 214 )

780-1445

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$35.00 Filing Fee

☐ \$43.75 Filing Fee  
and Certificate of  
Status

☐ \$43.75 Filing Fee  
and Certified Copy

☐ \$52.50 Filing Fee,  
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

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DIVISION OF CORPORATIONS

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**Certificate of Conversion**

For

**Florida Profit Corporation**

Into

**"Other Business Entity"**

This Certificate of Conversion is submitted to convert the following **Florida Profit Corporation into an "Other Business Entity"** in accordance with s. 607.1113, Florida Statutes.

1. The name of the Florida Profit Corporation converting into the "Other Business Entity" is:

WINTHORPE AND ASSOCIATES, INC.

Enter Name of Florida Profit Corporation

2. The name of the "Other Business Entity" is:

WINTHORPE, ROTHCHILD AND ASSOCIATES, INC.

Enter Name of "Other Business Entity"

3. The "Other Business Entity" is a FOR PROFIT CORPORATION

(Enter entity type. Example: limited liability company, limited partnership, general partnership, common law or business trust, etc.)

organized, formed or incorporated under the laws of TEXAS

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

4. The above referenced Florida Profit Corporation has converted into an "Other Business Entity" in compliance with Chapter 607, F.S., and the conversion complies with the applicable laws governing the "Other Business Entity."

5. The plan of conversion was approved by the converting Florida Profit Corporation in accordance with Chapter 607, F.S.

6. If applicable, the written consent of each shareholder who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to s. 607.1112(6), F.S.

7. This conversion was effective under the laws governing the "Other Business Entity"

on: MARCH 29, 2011

8. This conversion shall be effective in Florida on: March 22, 2011  
(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 of the conversion under the laws governing the "Other Business Entity.")

9. The "Other Business Entity's" principal office address, if any:

3704 WHISPERING CIRCLE, PLANO, TEXAS 75023

10. If the "Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Other Business Entity":

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida profit corporation, including any appraisal rights of shareholders of the converting Florida profit corporation under ss. 607.1301-607.1333, Florida Statutes.

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

Street Address: 3704 WHISPERING CIRCLE, PLANO, TEXAS 75023

Mailing Address: 3704 WHISPERING CIRCLE, PLANO, TEXAS 75023

11. The "Other Business Entity" has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under ss.607-1301-607.1333, F.S.

Signed this 22<sup>nd</sup> day of MARCH 20 11.

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

Printed Name: TANA L. LANDRY Title: PRESIDENT/DIRECTOR

**Fees:** Filing Fee: \$35.00  
Certified Copy: \$8.75 (Optional)  
Certificate of Status: \$8.75 (Optional)

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