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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

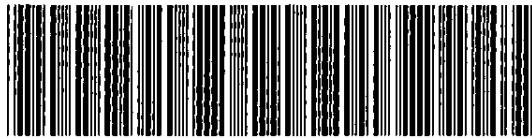
Special Instructions to Filing Officer:

L. SELLERS

JAN 28 2010

EXAMINER

Office Use Only



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

McLEOD LAW FIRM

Attorneys and Counselors at Law
Post Office Drawer 950
Apopka, Florida 32704-0950
www.mcleodlawfirm.com

Johnie A. McLeod
(1921 - 2003)

Raymond A. McLeod
William J. McLeod

48 East Main Street (32703)
Telephone: (407) 886-3300
Facsimile: (407) 886-0087
ramcleod@mcleodlawfirm.com

January 26, 2010

Registration Section
Division of Corporations
Florida Department of State
Clifton Building
2661 Executive Center Circle
Tallahassee, FL. 32301

Re: Conversion Request - Seito Sushi Celebration, LLC to; Seito Sushi Celebration, Inc.; and, Certificate of Status; Our File No.:10-014

Dear Sir or Madam:

Please find enclosed the following documents for filing:

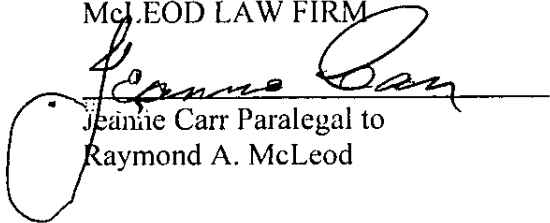
1. Cover Letter;
2. Certificate of Conversion for "Other Business Entity into Florida Profit Corporation;
3. Articles of Incorporation of Seito Sushi Celebration, Inc.; and,
4. Acceptance of Registered Agent.

Also enclosed is our law firm's check number 13328 payable to Florida Department of State in the amount of \$113.75 for Filing Fees and a Certificate of Status. A self addressed postage paid envelop is enclosed for your convenience in returning a receipt and the Certificate of Status.

If you have any questions, please feel free to contact the undersigned. Thank you for your assistance in this matter.

Very truly yours,

McLEOD LAW FIRM


Jeanie Carr Paralegal to
Raymond A. McLeod

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SEITO SUSHI CELEBRATION, 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:

Raymond A. McLeod, Esquire

Contact Person

McLeod Law Firm

Firm/Company

48 East Main Street

Address

Apopka, Florida 32703

City, State and Zip Code

ramcleod@mcleodlawfirm.com

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

For further information concerning this matter, please call:

Jeanne Carr

Name of Contact Person

at (407)

886-3300

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$105.00 Filing Fees

☒ \$113.75 Filing Fees
and Certificate of
Status

☐ \$113.75 Filing Fees
and Certified Copy

☐ \$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

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"** 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:

SEITO SUSHI CELEBRATION, LLC

Enter Name of Other Business Entity

2. The "Other Business Entity" is a limited liability company
(Enter entity type. Example: limited liability company, limited partnership,
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 January 13, 2002
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:**

SEITO SUSHI CELEBRATION, INC.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: February 1, 2010
(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.)

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CLERK OF STATE
TALLAHASSEE, FLORIDA

Signed this 26th day of January, 2010.

Required Signature for Florida Profit Corporation:

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

Printed Name: Jennifer M. Springer Title: President

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

Signature: _____

Printed Name: Jennifer M. Springer Title: Member

Signature: _____

Printed Name: Eric Springer Title: Member

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
OF
SEITO SUSHI CELEBRATION, INC.

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a corporation (the "Corporation") under the laws of the State of Florida.

ARTICLE I
Name and Address

The name of the Corporation shall be SEITO SUSHI CELEBRATION, INC. and the street address of the principal office shall be 671 Front Street – Suite 100, Celebration, Florida 34747.

ARTICLE II
Nature of Business

The Corporation may engage in any business allowed or permitted under the laws of the United States and the State of Florida.

ARTICLE III
Stock

The authorized capital stock of the Corporation shall consist of 1,000 (One thousand and no/100) shares of Common Stock, with a par value of \$1.00 (One and no/100 Dollar). Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements or any other lawful form of agreement. Shares of capital stock of this corporation shall be issued for such consideration as may be determined by the Board of Directors.

ARTICLE IV
Incorporator

The name and street address of the Incorporator of this Corporation is as follows:

JENNIFER M. SPRINGER
456 Mayfair Circle
Orlando, Florida 32803

ARTICLE V
Term of Corporate Existence

The Corporation shall be effective immediately, and shall exist perpetually unless dissolved according to law.

- effective 2/1/2010

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TALLAHASSEE, FLORIDA

ARTICLE VI
Address of Registered Office and Register Agent

The names and address of the Registered Office and Registered Agent of the Corporation in the State of Florida shall be RAYMOND A. McLEOD, 48 East Main Street, Apopka, Florida 32703. The Board of Directors may from time to time change the registered office to any other address in the State of Florida and change the registered agent.

ARTICLE VII
Number of Directors

The corporation shall have one (1) Director initially, and the number of Directors may be either increased or decreased from time to time by an amendment of the By-Laws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial Directors of this corporation are:

ERIC SPRINGER
456 Mayfair Circle
Orlando, Florida 32803

JENNIFER M. SPRINGER
456 Mayfair Circle
Orlando, Florida 32803

The business of the Corporation shall be managed by a Board of Directors consisting of at least one (1) person, the exact number to be determined from time to time in accordance with the By-Laws.

ARTICLE VIII
Officers

The Corporation shall have a President, a Secretary, and a Treasurer, and may have additional and assistant officers including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries, and Assistant Treasurers. A person may hold more than one (1) office.

ARTICLE IX
Transactions In Which Directors Or Officers Are Interested

A. No contract or other transaction between the Corporation and one or more of its Directors or Officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's Directors or Officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such Director(s) or Officer(s) are present at or participate in the meeting of the

Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

1. The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or written consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or
2. The fact of such relationship or interest is disclosed or known to any shareholders of the Corporation entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or
3. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the shareholders.

B. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE X Indemnification of Directors and Officers

A. The Corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment, any Director or Officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action, suit or proceeding by or on behalf of the Corporation to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director, officer, employee or agent of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise which he served as such at the request of the Corporation, against judgment, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit, or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his or her duties to the Corporation.

B. Any indemnification under paragraph A. shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or Officer seeks indemnification were properly incurred and that such Director or Officer acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable grounds for belief that such action was unlawful. Such determination shall be made either (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action suit or proceeding, or (2) by a majority vote of a quorum consisting of shareholders of the Corporation who were not parties to such action, suit or proceeding.

C. The Corporation may assume the defense of any person seeking indemnification pursuant to the provisions of paragraph A. above upon a preliminary determination by the Board of Directors of the Corporation that such person has met the applicable standards of conduct set forth in paragraph A. above, and upon receipt of an agreement by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this article. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event that the corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interest between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.

D. The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.


ARTICLE XI Financial Information

Except to the extent required by law, the Corporation shall not be required to prepare and provide a balance sheet or a profit and loss statement to its shareholders, nor shall the Corporation be required to file balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each year hereafter unless a resolution to the contrary has been adopted by the shareholders.

ARTICLE XII Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

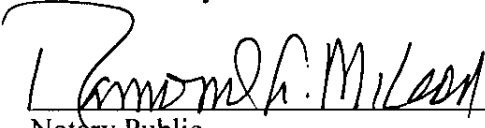
IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation, has hereunto set his hand and Seal this 26th day of January, 2010.


JENNIFER M. SPRINGER
Incorporator

STATE OF FLORIDA
COUNTY OF DRAVES

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, JENNIFER M. SPRINGER, to me well known, and known to me to be the person who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed the same freely and voluntarily for the uses and purposes there set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 26th day of January, 2010.


Notary Public

Printed Name:

Commission No. / Expiration



ACCEPTANCE OF REGISTERED AGENT

In compliance with *Florida Statutes* Sections 48.091 and 607.051, the following is submitted:

Having been named to accept service of process for SEITO SUSHI CELEBRATION, INC. at the place designated for this purpose in its Articles of Incorporation, RAYMOND A. McLEOD agrees to act in this capacity, agrees to comply with the provisions of *Florida Statutes* Section 48.091 relative to keeping open such office.


RAYMOND A. McLEOD

(SeitoSushi/Articles/01-26-10/RAM)

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10 JAN 27 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA