

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: The Daybreak Diner 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:

Gerard G. Johnson
Contact Person

The Daybreak Diner Inc.
Firm/Company

3335 Curry Ford Road
Address

Orlando, Florida 32806
City, State and Zip Code

daybreakdiner@CFL.RR.COM
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Gerard G. Johnson at (407) 898-8338
Name of Contact Person 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

FILED
2010 MAR 29 AM 11:02
SECRETARY OF STATE
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:

The Daybreak Diner LLC,
Enter Name of Other Business Entity

2. The "Other Business Entity" is a LLC. L04000054404
(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 7/20/2004
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:**

The Daybreak Diner 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, 20 10.

Required Signature for Florida Profit Corporation:

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: Gerard G. Johnson
Printed Name: GERARD JOHNSON Title: VICE-PRESIDENT

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

Signature: Lizbeth E. Johnson
Printed Name: Lizbeth E. Johnson Title: President / Secretary

Signature: Gerard G. Johnson
Printed Name: Gerard G. Johnson Title: Vice President / Treasurer

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)

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TALLAHASSEE, FLORIDA

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: The Daybreak Diner Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/ mailing address is: 3335 Curry Ford Road
Orlando, FL 32806

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: Full Service Resturant

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):

Gerard G Johnson VPT
3335 Curry Ford Rd.
Orlando Fl. 32806

Lizabeth E. Johnson
3335 Curry Ford Rd.
Orlando Fl. 32806

P/S

ARTICLE VI REGISTERED AGENT

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

Gerard G Johnson
3335 Curry Ford Rd
Orland, FL 32806

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Gerard G Johnson
3335 Curry Ford Rd
Orlando Fl. 32806

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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

Gerard G. Johnson
Signature/Registered Agent

3/23/10
Date

Gerard G. Johnson
Signature/Incorporator

3/23/10
Date