

P12000046588

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

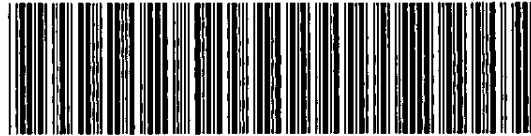
Special Instructions to Filing Officer:

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2012 MAY 15 PM 3:53

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KATZ & ASSOCIATES LAW FIRM, P.L.
ATTORNEYS AT LAW

Office Address:
625 North Flagler Drive, Suite 605
West Palm Beach, Florida 33401

Telephone: (561) 721-6770
Facsimile: (561) 721-6733

CATHERINE STEWARD
FIRM ADMINISTRATOR
FLORIDA REGISTERED PARALEGAL
Direct Line: (561) 721-6719
E-mail: csteward@katzlawpl.com

Wellington Office
(561) 227-1560

May 11, 2012

Via U.S. Mail

Registration Section
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314


Re: Palm Beach Collectibles, LLC Conversion

Dear Sir or Madam:

Enclosed please find a Certificate of Conversion together with accompanying Articles of Incorporation with regard to Palm Beach Collectibles, LLC, a Florida limited liability company, Document Number: L10000044143, for filing with the Florida Secretary of State, Division of Corporations. A check in the amount of \$105 made payable to the Florida Department of State is also enclosed in payment of the conversion filing fee.

Of course, should you have any questions, comments, or concerns, please do not hesitate to contact me.

Sincerely,



Catherine Steward
Firm Administrator
Florida Registered Paralegal

/cs
Enclosures

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Palm Beach Collectibles, 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:

Martin V. Katz, Esq.

Contact Person

Palm Beach Collectibles, Inc.

Firm/Company

625 N. Flagler Drive, Suite 605

Address

West Palm Beach, FL 33401

City, State and Zip Code

mkatz@katzlawpl.com

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

For further information concerning this matter, please call:

Martin V. Katz, Esq.

Name of Contact Person

at (561) 721-6720

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- | | | | |
|--|---|---|--|
| <input checked="" type="checkbox"/> \$105.00 Filing Fees | <input type="checkbox"/> \$113.75 Filing Fees
and Certificate of
Status | <input 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

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2012 MAY 15 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

Palm Beach Collectibles, 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 April 26, 2010
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**:

Palm Beach Collectibles, Inc.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: Date of Filing
(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.)

6. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and the requirements of s.607.1115, F.S., in effecting the conversion.

7. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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Signed this 11th day of May, 20 12.

Required Signature for Florida Profit Corporation:

Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

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

Printed Name: Martin V. Katz, Esq. Title: Incorporator

Required Signature(s) on behalf of Other Business Entity: Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S. [See below for required signature(s).]

Signature: _____
Printed Name: Martin V. Katz, Esq. Title: Authorized Representative

Signature: _____
Printed Name: _____ Title: _____

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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2012 MAY 15 PM 3:58
CLERK OF COUNTY OF FLORIDA

ARTICLES OF INCORPORATION
OF
PALM BEACH COLLECTIBLES, INC.

FILED
2012 MAY 15 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I
Name of Corporation

The name of this Corporation shall be PALM BEACH COLLECTIBLES, INC. (the "Corporation").

ARTICLE II
Mailing Address and Principal Place of Business

The mailing address and principal place of business of the Corporation is 625 N. Flagler Drive, Suite 605, West Palm Beach, Florida 33401.

ARTICLE III
Purpose

This Corporation is organized for the following purposes:

- (a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto.
- (b) For the purpose of transacting any or all lawful business.
- (c) To do any and everything pertinent to the above.

ARTICLE IV
Capital Stock

This Corporation is authorized to issue One Thousand (1000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V
Preemptive Rights

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law

ARTICLE VII
Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 625 N. Flagler Drive, Suite 605, West Palm Beach, Florida 33401, and the name of the initial registered agent of this Corporation at that address is Martin V. Katz, Esq.

ARTICLE VIII
Initial Board of Directors

This Corporation shall have one (1) director initially. The number of directors maybe increased from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director of this Corporation is:

Jeffrey A. Katz

625 N. Flagler Drive, Suite 605
West Palm Beach, FL 33401

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IX
By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

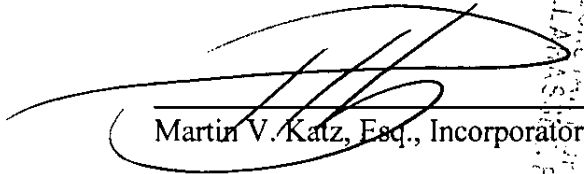
ARTICLE X
Indemnification

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XI
Incorporator

The name and address of the person signing these Articles are as follows: Martin V. Katz, Esq., 625 N. Flagler Drive, Suite 605, West Palm Beach, Florida 33401

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11th day of May, 2012.



Martin V. Katz, Esq., Incorporator

RECORDED & INDEXED
FALL MAS. INC. FLORIDA

2012 MAY 15 PM 3:53

FILED

**FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

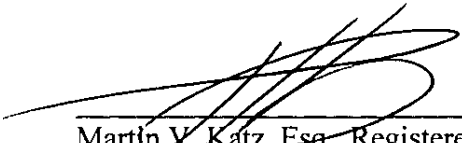
Pursuant to 48.091 and Chapter 607, Florida Statutes, the following is submitted in compliance with said Statutes:

THAT, PALM BEACH COLLECTIBLES, INC., a Florida for profit corporation, desiring to organize under the laws of the State of Florida, with its initial principal offices at 625 N. Flagler Drive, Suite 605, West Palm Beach, Florida 33401 and has named Martin V. Katz, Esq. whose address is 625 N. Flagler Drive, Suite 605, West Palm Beach, Florida 33401 as its duly authorized Registered Agent to accept service of process for the Corporation within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept the responsibility to act in this capacity, and agree to comply with the provisions of Florida Statutes relative to keeping open said office and further accept the duties and obligations of Section 607.325, Florida Statutes.

DATED this 11th day of May, 2012.


Martin V. Katz, Esq., Registered Agent

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FILED
CLERK OF DISTRICT COURT
PALM BEACH COUNTY, FLORIDA