

PI3000084627

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: RETAIL GRAPHICS GROUP, 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:

LISA M. GABLE

Contact Person

ROBERTSON & GABLE, LLC

Firm/Company

5875 Peachtree Ind Blvd, Suite 170

Address

Norcross, GA 30092

City, State and Zip Code

melissa@rglegal.com

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

For further information concerning this matter, please call:

Lisa M. Gable

Name of Contact Person

at (**770**) **736-5182**

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:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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DIVISION OF CORPORATIONS

14 DEC 30 AM 7:34

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:

RETAIL GRAPHICS GROUP, INC.

P13000084627

Enter Name of Florida Profit Corporation

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

RETAIL GRAPHICS GROUP, INC.

Enter Name of "Other Business Entity"

3. The "Other Business Entity" is a 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 Georgia

(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: **December 31, 2014**

8. This conversion shall be effective in Florida on: December 31, 2014
(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:

2922 Windstone Circle

Marietta, GA 30062

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: 2922 Windstone Circle

Marietta, GA 30062

Mailing Address: 2922 Windstone Circle

Marietta, GA 30062

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 23rd day of December 2014

★ Signature: Jeff Shapiro (by Lisa M. Gable, atty, with express permission)
(Must be signed by a Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.)

Printed Name: Jeff Shapiro Title: President

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

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