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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

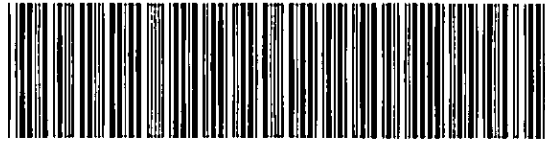
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COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: AM Crystal Bridge, Inc.

Name of Resulting Florida Profit Corporation

The enclosed Articles of Conversion, Articles of Incorporation, and fees are submitted to convert the following eligible entity into a "Florida Profit Corporation" in accordance with ss. 607.11933 & 607.0202, F.S.

Please return all correspondence concerning this matter to:

Michael Ludensky

Contact Person

AM Crystal Bridge, Inc.

Firm/Company

10 Lake Shore Drive

Address

Randolph, NJ 07869

City, State and Zip Code

mludensky@amcbridge.com

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

For further information concerning this matter, please call:

Michael Ludensky at (973) 895-1724

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 ☐ \$113.75 Filing Fees ☐ \$122.50 Filing Fees,
and Certificate of and Certified Copy Certified Copy, and
Status Certificate of Status

Mailing Address:

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

Street Address:

New Filing Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

10/16/13 10:01 AM

Articles of Conversion
For
Converting Eligible Entity
Into
Florida Profit Corporation

The Articles of Conversion **and attached Articles of Incorporation** are submitted to convert the following **eligible business entity into a Florida Profit Corporation** in accordance with ss. 607.11933 & 607.0202, Florida Statutes.

1. The name of the Converting Entity immediately prior to the filing of the Articles of Conversion is:

AM Crystal Bridge, Inc.

Enter Name of the Converting Entity

2. The converting entity is a **foreign corporation**

(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 **New Jersey**

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

on **June 22, 1999**

Enter date "Converting Entity" was first organized, formed or incorporated.

3. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation**:

AM Crystal Bridge, Inc.

Enter Name of Florida Profit Corporation

4. This conversion was approved by the eligible converting entity in accordance with this chapter and the laws of its current/organic jurisdiction.

5. If not effective on the date of filing, enter the effective date: **September 1, 2021**

(The effective date: Cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

RECEIVED SEP 1 2021

Signed this 1st day of September, 2021.

Required Signature for Florida Profit Corporation:

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

M. Ludensky
Printed Name: Michael Ludensky Title: President

Required Signature(s) on behalf of Converting Florida partnerships, limited partnerships, and limited liability companies: [See below for required signature(s)]

Signature: M. Ludensky
Printed Name: Michael Ludensky Title: President

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:

| | |
|---|-------------------|
| Articles 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
FOR RESULTING FLORIDA PROFIT CORPORATION
In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)**

ARTICLE I NAME

The name of the corporation shall be: AM Crystal Bridge, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailing address is:

Principal street address

1801 S. US Highway 1, #3B

Jupiter, FL 33477

Mailing address, if different is:

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

to develop, conduct and manage a business that provides IT and engineering
services, including software development.

ARTICLE IV SHARES

The number of shares of stock is: 1000

ARTICLE V OFFICERS AND/OR DIRECTORS

Name and Title: Michael Ludensky, President

Address: 10 Lake Shore Drive
Randolph, NJ 07869

Name and Title: _____

Address: _____

Name and Title: _____

Address: _____

Name and Title: _____

Address: _____

Name and Title: _____

Address: _____

Name and Title: _____

Address: _____

ARTICLE VI REGISTERED AGENT

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

Name: Michael Ludensky

Address: 1801 S. US Highway, #3B

Jupiter, FL 33477

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

M. Ludensky

Required Signature/Registered Agent

September 1, 2021

Date

AM CRYSTAL BRIDGE, INC.

PLAN OF ENTITY CONVERSION

WHEREAS, AM Crystal Bridge, Inc., a New Jersey domestic profit corporation (the "Company"), plans to convert into a Florida corporation, subject to approval therefor by the Directors and Shareholders of the Company, and the filing of the Certificate of Conversion and Incorporation (the "Certificate") with the Florida Department of State Division of Corporations (the "FDC"); and

WHEREAS, the Florida Business Corporation Act (the "Act") requires the Company to adopt a Plan of Entity Conversion;


NOW, THEREFORE, the Company hereby sets forth the detail for such conversion into AM Crystal Bridge, Inc., a Florida corporation (the "Corporation"), in this Plan of Entity Conversion (the "Plan"):

1. The Company hereby agrees to convert the Company to a Florida corporation (the "Conversion") to be known as AM Crystal Bridge, Inc. and to perform such acts and execute such documents as may be necessary and/or convenient to effect the Conversion, including but not limited to, the execution of the Articles of the Corporation, substantially in the forms submitted to the Shareholders and Directors.
2. Conversion. Upon the filing of the Articles with the FDC, the Company shall be converted into the Corporation pursuant to, and in accordance with Section 607.11930 of the Act.
3. Amendment. This Plan of Entity Conversion may be amended prior to filing the Articles with the FDC, except that subsequent to approval of this Plan by the shareholders of the Corporation and shareholders of the Company, this Plan may not be amended to change:
 - a. The amount or kind of shares or other securities, interests, obligations, rights to acquire shares, other securities or interests, cash or other property to be received by the shareholders or interest holders under this plan;
 - b. The Articles that will be in effect immediately following the conversion, except for changes permitted by a provision of Section 607.0120 of the Act; or
 - c. Any of the other terms or conditions of this Plan if the change would adversely affect any of the shareholders or the interest holders in any material respect.
4. Assignment and Assumption of Assets and Liabilities. Effective as of the date hereof, the following assets and liabilities shall be transferred from the Company and assigned to the Corporation: (i) all real property directly or indirectly owned by the Company; (ii) all of the other assets of the Company; and (iii) all liabilities and obligations of the Company. The Company is hereby terminated and dissolved.

5. Taxpayer Identification Number. Notwithstanding the foregoing, the Company shall not be terminated for tax purposes. Unless required by the IRS, the Corporation will not obtain a new taxpayer identification number.
6. Business of the LLC. The business of the Company shall continue to be carried on after the Conversion by the Corporation in accordance with the provisions of the Act, the Articles, and the By-laws.

IN WITNESS WHEREOF, the undersigned has executed this Plan as of August 20, 2021.

AM Crystal Bridge, Inc.


Michael Ludensky, President



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 8, 2021

MICHAEL LUDENSKY
10 LAKE SHORE DRIVE
RANDOLPH, NJ 07869

SUBJECT: AM CRYSTAL BRIDGE, INC.
Ref. Number: W21000121277

We have received your document for AM CRYSTAL BRIDGE, INC. and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Sections 607.1113, 605.0203, 620.2104, and 620.8914, F.S., require the certificate of conversion to be signed by the converting entity as required by applicable law. If the converting entity is a corporation, the certificate of conversion must be signed by a chairman, vice chairman, officer, director, or an incorporator. If the converting entity is a limited liability company, the certificate of conversion must be signed by an authorized representative. If the converting entity is a general partnership or limited liability partnership, the certificate of conversion must be signed by a general partner. If the converting entity is a limited partnership or limited liability limited partnership, the certificate of conversion must be signed by all of the general partners. If the converting entity is another type of business entity, an authorized person must sign the certificate of conversion.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

James G Harris
Regulatory Specialist II

Letter Number: 521A00021548