

P95000049232

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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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:

Office Use Only



800082479288

12/28/06--01001--002 **43.75

EFFECTIVE DATE

12/31/06

FILED

06 DEC 27 AM 9:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

2006 DEC 27 PM 3:14

NOT RECORDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

FLORIDA RESEARCH & FILING SERVICES, INC.
1211 CIRCLE DRIVE
TALLAHASSEE, FL 32301
PHONE (850)656-6446

WALK-IN

ENTITY NAME:

1. EMPIRE IMPORTS, INC.
Converting to: EMPIRE IMPORTS, LLC

CK# 2340

AMOUNT \$43.75

PLEASE FILE THE ATTACHED CONVERSION & RETURN THE FOLLOWING:

XXX CERTIFIED COPY

___ STAMPED COPY

___ CERTIFICATE OF STATUS

OFFICE USE ONLY

EFFECTIVE DATE

12/31/06

FILED
06 DEC 27 AM 9:20
TALLAHASSEE, FLORIDA

Examiner's Initials

Certificate of Conversion
For
Florida Profit Corporation
Into
"Other Business Entity"

FILED
06 DEC 27 AM 9:20
CLERK OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
12/31/06

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:

Empire Imports, Inc.

(Enter Name of Florida Profit Corporation)

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

Empire Imports, LLC

(Enter Name of "Other Business Entity")

3. The "Other Business Entity" is a Limited Liability Company
(Enter entity type. Example: limited liability company, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

organized, formed or incorporated under the laws of Delaware

(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. This conversion will be effective under the laws governing the "Other Business Entity"

on: December 31, 2006 at 12:00:03 a.m. Eastern Standard Time.

8. This conversion shall be effective in Florida on:

December 31, 2006 at 12:00:03 a.m. Eastern Standard Time

9. The "Other Business Entity's" principal office address, if any:

3595 Northwest 125 Street, Miami, Florida 33167

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.

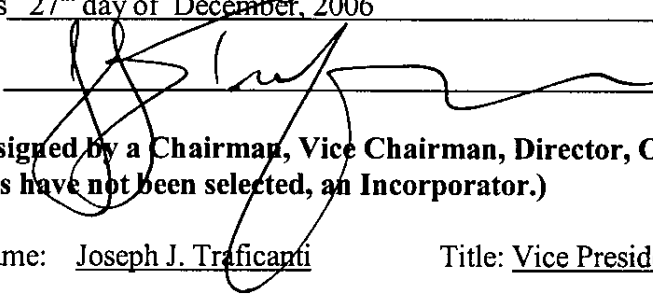
b.) Lists the following street and mailing address of an office, which the Florida Department of State may use for purposes of s. 607.1114(4), Florida Statutes.

Street Address: 3595 Northwest 125 Street, Miami, Florida 33167

Mailing Address: 3595 Northwest 125 Street, Miami, Florida 33167

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 27th day of December, 2006

Signature: 

(Must be signed by a Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.)

Printed Name: Joseph J. Traficanti

Title: Vice President and Secretary

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