

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM309466

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Florikan-E.S.A. Corp.		12/29/2009	CORPORATION: FLORIDA
RECEIVING PARTY DATA			
Name:	Florikan-E.S.A., LLC		
Street Address:	1579 Barber Road		
City:	Sarasota		
State/Country:	FLORIDA		
Postal Code:	34240		
Entity Type:	LIMITED LIABILITY COMPANY: FLORIDA		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	1632694	FLORIKAN	
Registration Number:	3463578	SUMMERSAFE	
Registration Number:	3050751		
Registration Number:	3532565	THE ONLY WAY TO GROW	
CORRESPONDENCE DATA			
Fax Number:	9413663999		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	941-364-2738		
Email:	dcherry@slk-law.com		
Correspondent Name:	Douglas A. Cherry, Esq.		
Address Line 1:	240 South Pineapple Avenue		
Address Line 4:	Sarasota, FLORIDA 34236		
ATTORNEY DOCKET NUMBER:	F00009-123641		
NAME OF SUBMITTER:	Douglas A. Cherry		
SIGNATURE:	/doug cherry/		
DATE SIGNED:	07/02/2014		
Total Attachments: 13			
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**CERTIFICATE OF CONVERSION
OF
FLORIKAN-E.S.A. CORP.
TO
FLORIKAN-E.S.A., LLC**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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THIS CERTIFICATE OF CONVERSION is submitted in accordance with Sections 607.1113 and 608.439, Florida Statutes, to convert FLORIKAN-E.S.A. CORP., a Florida corporation, into FLORIKAN-E.S.A., LLC, a Florida limited liability company (the "Conversion").

1. The name of the converting entity immediately prior to the filing of this Certificate of Conversion is FLORIKAN-E.S.A. CORP., a corporation first organized under the laws of the State of Florida on April 28, 1982 (the "Corporation").

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2. The name of the limited liability company the Corporation shall convert to is FLORIKAN-E.S.A., LLC, a limited liability company that will be organized under the laws of the State of Florida as of the date of the filing of this Certificate of Conversion. A copy of the Articles of Organization of the LLC is attached hereto as Exhibit A and made a part hereof.

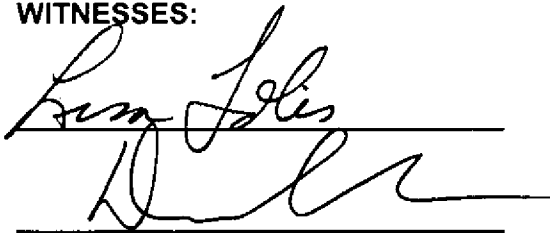
3. The Plan of Conversion, annexed hereto as Exhibit B and made a part hereof ("Plan of Conversion"), meets the requirements of Florida Statutes Section 607.1112(3) and was approved by the shareholder and directors of the Corporation in accordance with Section 607.1112(6).

4. Pursuant to the Plan of Conversion, all issued and outstanding shares of the common stock of the Corporation will be cancelled upon the Conversion.

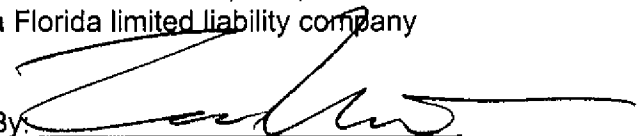
5. The Conversion shall become effective on the date this Certificate of Conversion is filed with the Florida Department of State.

IN WITNESS WHEREOF, the parties hereto have executed this Certificate of Conversion as of December 29, 2009.

WITNESSES:



LLC
FLORIKAN-E.S.A., LLC,
a Florida limited liability company

By: 
Jonathan Rosenthal, Its Manager

A handwritten signature in cursive script, appearing to read "Lena Jones", is written over two horizontal lines.

CORPORATION

FLORIKAN-E.S.A. CORP., a Florida
corporation

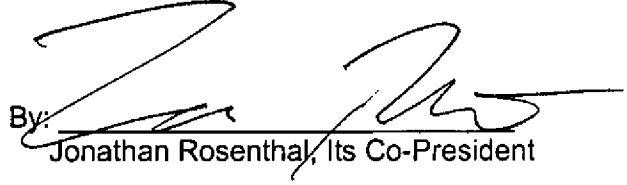
By: A handwritten signature in cursive script, appearing to read "Jonathan Rosenthal", is written over a horizontal line.
Jonathan Rosenthal, Its Co-President

EXHIBIT A
ARTICLES OF ORGANIZATION
OF FLORIKAN-E.S.A., LLC

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DIVISION OF CORPORATIONS
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ARTICLES OF ORGANIZATION

FLORIKAN-E.S.A., LLC
a Florida limited liability company

ARTICLE I
NAME

The business and affairs of the Limited Liability Company shall be conducted under the name of:

FLORIKAN-E.S.A., LLC

ARTICLE II
PRINCIPAL OFFICE

The street address and the mailing address of the principal place of business of the Limited Liability Company shall be:

1579 Barber Road
Sarasota, FL 34240

ARTICLE III
INITIAL REGISTERED AGENT/OFFICE

The registered office of the Limited Liability Company and its initial registered agent shall be:

Daniel R. Kurland
One South School Ave., Suite 500
Sarasota, FL 34237

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 of the Florida Statutes, the undersigned Limited Liability Company submits the following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the Limited Liability Company is:

FLORIKAN-E.S.A., LLC

2. The name and the Florida street address of the registered agent is:

Daniel R. Kurland
One South School Ave., Suite 500
Sarasota, FL 34237

Having been named to accept service of process for the above stated Limited Liability Company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


By: _____


Daniel R. Kurland
"Registered Agent"

ARTICLE IV
MANAGEMENT AND POWERS

The business and affairs of the Limited Liability Company shall be managed by one or more Managers elected as provided in the Regulations or Operating Agreement of the Limited Liability Company.

IN WITNESS WHEREOF, these Articles of Organization have been executed as of the 29th day of December, 2009.

By: 

Daniel R. Kurland
"Authorized Representative"

EXHIBIT B
PLAN OF CONVERSION

**PLAN OF CONVERSION
OF
FLORIKAN-E.S.A. CORP.
TO
FLORIKAN-E.S.A., LLC**

THIS PLAN OF CONVERSION (this "Agreement" or "Plan") is entered into as of December 29, 2009 by and between FLORIKAN-E.S.A. CORP., a Florida corporation ("Corporation"), and FLORIKAN-E.S.A., LLC, a Florida limited liability company ("LLC"), both located at 1579 Barber Road, Sarasota, Florida 34240. This Agreement was adopted and approved by the Board of Directors and Shareholder of Corporation in accordance with Section 607.1112(6), Florida Statutes.

RECITALS

- A. Corporation has issued 100 shares of the common stock of Corporation.
- B. The Board of Directors and the Shareholder of Corporation have deemed it advisable that Corporation convert to an LLC under and pursuant to the provisions of this Agreement and in accordance with the applicable statutes of the State of Florida (the "Conversion").
- C. It is intended that the Plan meets the requirements of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended (the "Code"), as a "tax free" reorganization.
- D. Corporation has continuously and actively engaged in the business of producing fertilizer products.
- E. LLC was organized for the purposes of the Conversion of Corporation into LLC. A copy of the Articles of Organization of LLC are attached hereto as Exhibit A and made a part hereof.
- F. LLC has not transacted business or issued membership interests prior to the Conversion.
- G. LLC will continue the historic business of Corporation.
- H. The fair market value of LLC membership interests that the Shareholder will receive in the Conversion will be equal to the fair market value of Corporation's shares that will be converted into LLC membership rights in connection with the Conversion.
- I. The Shareholder of Corporation will receive no consideration other than LLC membership interests for its Corporation shares and LLC will issue no LLC membership interests except in exchange for Corporation's shares.
- J. Immediately after Corporation's conversion to LLC, Corporation's Shareholder will own all of the outstanding membership interests of LLC and will own such rights solely by reason of its ownership of Corporation's stock immediately prior to the Conversion.

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K. Immediately after Corporation's conversion to LLC, LLC will continue to hold all of the assets and liabilities that it held as Corporation. No assets will be distributed and there are no dissenting shareholders. The Conversion shall constitute a continuation of the existence of Corporation in the form of a Florida limited liability company.

L. At the time of the Conversion, Corporation will not have outstanding any warrants, options, convertible securities, or any other type of right pursuant to which any person could acquire an ownership interest in Corporation or LLC.

M. Corporation has no plan or intention to reacquire or redeem Corporation's shares.

N. LLC has no plan or intention to sell or otherwise transfer or dispose of any of the assets that it held as Corporation.

O. In connection with the Conversion, no Shareholder will incur any expense.

P. Corporation is not presently under the jurisdiction of any court in a Title 11 case or similar case within the meaning of section 368(a)(3)(A) of the Code.

Q. Immediately after the Conversion, LLC will not be under the jurisdiction of any court in a Title 11 case or similar case within the meaning of section 368(a)(3)(A) of the Code.

R. LLC's shall be treated as a disregarded entity for tax purposes effective as of the date of the conversion.

NOW, THEREFORE, in consideration of the premises and the covenants herein contained, Corporation and LLC hereby agree pursuant to the applicable laws of the State of Florida, that Corporation shall be, and it is hereby is, converted to LLC; and, that the terms and conditions of the Conversion and the mode of carrying the same into effect are and shall be as follows:

1. **Recitals.** The foregoing Recitals are hereby ratified and confirmed, and are true, correct and complete as hereby incorporated herein.

2. **Name and Jurisdiction of the Entities Party to the Conversion.**

a) **Corporation**

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document #</u>
FLORIKAN-E.S.A. CORP. 1579 Barber Road Sarasota, FL 34240	Florida	corporation	F78194

b) LLC

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document #</u>
FLORIKAN-E.S.A., LLC 1579 Barber Road Sarasota, FL 34240	Florida	limited liability company	

3. **Conversion: Effectiveness.** The name of LLC shall be FLORIKAN-E.S.A., LLC, a Florida limited liability company, and shall be governed by the laws of the State of Florida. The purposes, powers and objects, identity, existence, privileges, franchises and immunities of LLC are expanded in the Articles of Organization of LLC (as filed with the Secretary of State of Florida), from and after the filing of the Certificate of Conversion; and, the identity, existence, property, assets, rights, privileges, powers, franchises and immunities of Corporation shall be converted to LLC, and LLC shall be fully vested therewith. The Conversion shall constitute a continuation of the existence of Corporation in the form of a Florida limited liability company.

4. **Business Purpose.** Upon the filing of the Certificate of Conversion, the business purpose of LLC shall be the business purpose of Corporation.

5. **Articles of Organization.** From and after the filing of the Certificate of Conversion and until further amended as provided by the laws of the State of Florida, the Articles of Organization of LLC shall be the Articles of Organization as filed with the Secretary of State.

6. **Management.** Each person who is a director or officer of Corporation shall serve in the corresponding capacity as a manager or officer of LLC. The name and business address of the Managers for LLC are:

<u>Name</u>	<u>Address</u>
Jonathan Rosenthal	1579 Barber Road Sarasota, FL 34240
Eric Rosenthal	1579 Barber Road Sarasota, FL 34240

7. **Manner and Basis of Converting Shares of Merging Corporation.** The Shareholder of Corporation shall surrender all of its shares of the common stock of Corporation (the "Shareholder's Shares") in exchange for equal ownership interests in LLC. Upon surrender to LLC of all of its Shares, the Shareholder's Shares shall be cancelled and equal interests in LLC shall be issued in equal percentages to the Shareholder of Corporation. Subsequent to the Conversion, the Shareholder of Corporation shall own all of the interests of LLC in the same percentages as it own its Shares in Corporation.

8. **Satisfaction of Rights of Dissenting Entity Shareholders.** The Shareholder's Shares, into which membership interests in LLC shall have been or would have been converted and become exchangeable for under this Agreement, shall be deemed to have been paid in full satisfaction of such converted Shareholder's Shares.

9. **Effect of Conversion.**

a. Upon the filing of the Certificate of Conversion, LLC shall possess, all and singular, the rights, privileges, immunities, powers and franchises of a public, as well as a private nature, and be subject to all the restrictions, disabilities and duties of Corporation, and all property, real, personal and mixed, of Corporation and all debts due Corporation on whatever account, as well as for share subscriptions and all other things in action or belonging to Corporation, shall be vested in LLC; and, all property, rights, privileges, powers and franchises, and all and every other interest shall be, thereafter, as effectually the property of LLC as they were of Corporation, and the title of any real estate vested by deed or otherwise in Corporation shall not revert or be in any way impaired by reason of the Conversion; provided, however, that all rights of creditors and all liens upon any property of Corporation shall be preserved unimpaired, and all debts, liabilities and duties of Corporation shall thenceforth attach to LLC and may be enforced against it to the same extent as if the said debts, liabilities and duties had been incurred or contracted by LLC. LLC may record a certified copy of the Certificate of Conversion in any county in which Corporation holds an interest in real property.

b. If at any time after the filing of the Certificate of Conversion, LLC shall consider it to be advisable that any further conveyances, agreements, documents, instruments and assurances of law or any other things are necessary or desirable to vest, perfect, confirm, or record in LLC the title to any property, rights, privileges, powers and franchises of Corporation or otherwise carry out the provisions of this Agreement, the proper officers of Corporation last in office shall execute and deliver upon LLC's request, any and all proper conveyances, agreements, documents, instruments and assurances of law, and do all things necessary or proper to vest, perfect or confirm title to such property, rights, privileges, powers and franchises in LLC, and otherwise to carry out the provisions of this Agreement.

10. **Filing with the Florida Secretary of State.** Corporation and LLC shall cause their respective officers and members, or authorized representatives thereof, to execute the Certificate of Conversion in the form annexed to this Agreement as Exhibit B, and upon the execution of this Agreement, shall be deemed incorporated by reference into the Certificate of Conversion as if fully set forth in such Certificate of Conversion and shall become an exhibit to such Certificate of Conversion. In accordance with Florida Statutes, the Conversion shall be effective as of the date of the filing of the Certificate of Conversion with the Florida Department of State's office.

11. **Termination; Abandonment.** Notwithstanding the provisions hereof, this Agreement may be terminated and the Conversion abandoned at any time prior to the filing of the Certificate of Conversion, as allowed by Florida law.


12. **Amendment and Waiver.** Either entity that is party to the Conversion may at any time prior to the filing of the Certificate of Conversion by appropriate action taken and duly authorized in accordance with applicable law waive any of the terms and conditions of this Agreement or agree to an amendment or modification of this Agreement by an agreement, in writing, executed in the same manner (but not necessarily by the same persons) as this Agreement; provided, however, that after a favorable vote by the shareholders or members of a party hereto, any such action shall be taken by that party only if, in the opinion of its officers and directors and managers and managing members, respectively, so acting, such amendment or modification will not have a material and adverse effect on the benefits intended under this Agreement for the shareholders and members, respectively, of such party and will not require re-solicitation of any proxies of such shareholders and members.


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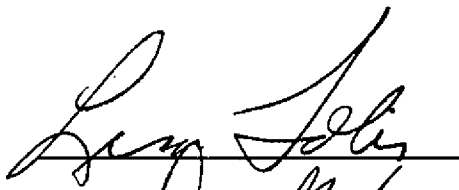
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IN WITNESS WHEREOF, each Corporation and LLC have caused this Agreement to be executed by its appropriate authorized officers or member, or authorized representative thereof, as of the date first written above.

WITNESSES:



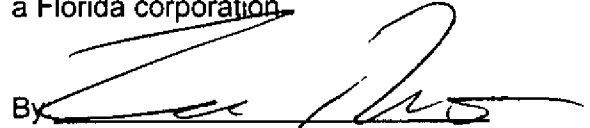






CORPORATION

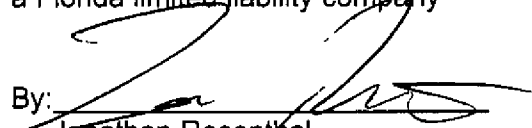
FLORIKAN-E.S.A. CORP.,
a Florida corporation

By: 

Jonathan Rosenthal
Its Co-President

LLC

FLORIKAN-E.S.A., LLC,
a Florida limited liability company

By: 

Jonathan Rosenthal
Its Manager

EXHIBIT A
ARTICLES OF ORGANIZATION
OF FLORIKAN-E.S.A., LLC

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