

A06000001537

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

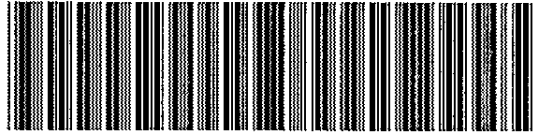
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



400082473774

12/26/06--01002--019 \*\*1105.00

RECEIVED  
06 DEC 22 PM 2:45  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
12/31/06

FILED  
06 DEC 22 AM 10:48  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

CORPDIRECT AGENTS, INC. (formerly CCRS)  
515 EAST PARK AVENUE  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

CONTACT: KATIE WONSCH

DATE: 12/22/2006

REF. #: 000204.61804

CORP. NAME: LARGO COMMERCE GP, LLC

**FILED**  
06 DEC 22 AM 10:48  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA  
EFFECTIVE DATE  
12/31/06

- |   |   |  |
|---|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION    | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT                | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION        | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT                | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION  |   |  |
| <input checked="" type="checkbox"/> OTHER: CONVERSION |   |  |

STATE FEES PREPAID WITH CHECK# 519554 FOR \$ 1105.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- |  |   |   |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS     |   |   |

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 22, 2006

CORPDIRECT AGENTS

TALLAHASSEE, FL

SUBJECT: LARGO COMMERCE GP, LP  
Ref. Number: W06000054924

EFFECTIVE DATE  
12/31/06

PLEASE GIVE ORIGINAL SUBMISSION  
DATE AS FILE DATE.

FILED  
06 DEC 22 AM 10:48  
TALLAHASSEE, FLORIDA

We have received your document for LARGO COMMERCE GP, LP and your check(s) totaling \$1105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$1,105.00 payment.

The Registered Agent must sign the acceptance statement on the first page of the Limited Partnership certificate.

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) 245-6914.

Buck Kohr  
Document Specialist

Letter Number: 806A00072390

RECEIVED  
06 DEC 28 AM 9:45  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
12/31/06

FILED  
06 DEC 22 AM 10:48  
TALLAHASSEE, FLORIDA

**Certificate of Conversion**  
For  
**"Other Business Organization"**  
Into  
**Florida Limited Partnership or Limited Liability Limited Partnership**

This Certificate of Conversion **and attached Certificate of Limited Partnership** are submitted to convert the following **"Other Business Entity"** into a **Florida Limited Partnership or Limited Liability Limited Partnership** in accordance with s.620.2104, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

Largo Commerce GP, LLC

L99000007 799

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a limited liability company  
(Enter entity type. Example: corporation, limited liability company, sole proprietorship, 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 November 15, 1999

(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. The name of the Florida Limited Partnership or Limited Liability Limited Partnership as set forth in the **attached Certificate of Limited Partnership**:

Largo Commerce GP, LP

(Enter Name of Florida Limited Partnership or Limited Liability Limited Partnership)

4. The conversion was approved as required by Chapter 620, F.S., and was approved in such a manner that complied with the converting organization's governing law.

5. If not effective on the date of filing, enter the effective date: 12/31/06  
(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 Certificate of Limited Partnership, if an effective date is listed therein.)

Signed this \_\_\_\_\_ day of December, 2006.

Signature of Each General Partner Listed in Attached Certificate of Limited Partnership:

Largo Commerce GP 2007, LLC

By:   
\_\_\_\_\_

**Fees:**

Certificate of Conversion:	\$ 52.50
Fees for Florida Certificate of Limited Partnership: ( \$965 Filing Fee and \$35 Filing Fee )	\$1,000.00
Certified Copy:	\$ 52.50 (Optional)
Certificate of Status:	\$ 8.75 (Optional)

EFFECTIVE DATE  
12/31/01

FILED  
06 DEC 22 AM 10:48  
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP  
FOR  
FLORIDA LIMITED PARTNERSHIP  
OR  
LIMITED LIABILITY LIMITED PARTNERSHIP

1. Largo Commerce GP, LP

(Name of Limited Partnership or Limited Liability Limited Partnership, which must include suffix)  
Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.  
Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P.  
or LLLP.

2. 8000 TOWERS CRESCENT DR #825

(Street address of initial designated office)

VIENNA VA 22182

3. Thomas P. McNamara

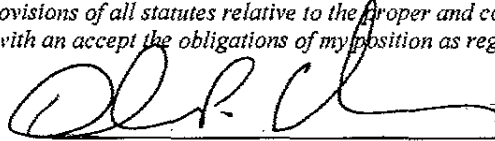
(Name of Registered Agent for Service of Process)

4. 2907 Bay to Bay Blvd, Suite 201

(Florida street address for Registered Agent)

Tampa, FL 33629

5. 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.



Signature of Registered Agent

6. 8000 TOWERS CRESCENT DR #825

(Mailing address of initial designated office)

VIENNA VA 22182

7. If limited partnership elects to be a limited liability limited partnership, check box .

8. Name and business address of each general partner:

Name:

Business Address:

Largo Commerce GP 2007, LLC

8000 TOWERS CRESCENT DR #825

206000121205 VIENNA VA 22182

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9. Effective date, if other than the date of filing: 12/31/06

*(Effective date cannot be prior to nor more than 90 days after the date the document is filed by the Florida Department of State.)*

Signed this \_\_\_\_\_ day of December, 2006

Signature of each general partner:

~~LARGO COMMERCE GP 2007, LLC~~

By: [Signature] Victor R. Franke

**Filing Fees:** \$1,000.00 (\$965 Filing Fee and \$35 Registered Agent Fee)  
**Certified Copy (optional):** \$ 52.50  
**Certificate of Status (optional):** \$ 8.75

December 20, 2006

Florida Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Largo Commerce GP, LP  
Largo Commerce GP 2007, LLC  
Largo Commerce I GP, LLC

Dear Sir or Madam:

This letter is being written with respect to the formation of the referenced entities. Please be advised that the undersigned hereby give permission to all of the referenced entities, which are affiliates, to use names that are similar to their own names.

If you have any questions, please feel free to give us a call. Thank you for your assistance in this matter.

~~LARGO COMMERCE, LTD.~~

By: 

~~Victor R. Fransen~~

~~LARGO COMMERCE GP, LLC~~

By: 

~~Victor R. Fransen~~