

PO900012400

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

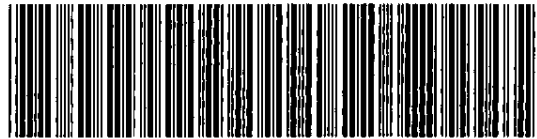
(Document Number)

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09 FEB -5 PM 2:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

N. O'Connell FEB - 9 2009



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 30, 2009

ROBERT E. MURDOCH
JOHSON, ANSELMO, MURDOCH BURKE
2455 EAST SUNRISE BLVD., SUITE 1000
FORT LAUDERDALE, FL 33304

SUBJECT: GOLD CARS INTERNATIONAL, INC.
Ref. Number: W09000004686

We have received your document for GOLD CARS INTERNATIONAL, INC. and your check(s) totaling \$30.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We are enclosing the proper form(s) with instructions for your convenience.

Note the additional filing fees.

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) 245-6067.

Neysa Culligan
Regulatory Specialist II

Letter Number: 409A00003446

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Gold Cars International, LLC
(Name of Florida Limited Liability Company)

The enclosed Certificate of Conversion and fee(s) are submitted to convert a Florida Limited Liability Company" into an "Other Business Entity" in accordance with s.608.4403, F.S.

Please return all correspondence concerning this matter to:

Vincent Everaert
(Contact Person)

Gold Cars International, Inc.
(Firm/Company)

10400 Camelback Lane
(Address)

Boca Raton, Florida 33498
(City, State and Zip Code)

For further information concerning this matter, please call:

Vincent Everaert at (954) 415-8377
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|---|--|---|--|
| <input type="checkbox"/> \$25.00 Filing Fee | <input checked="" type="checkbox"/> \$30.00 Filing Fee
and Certificate of
Status | <input type="checkbox"/> \$55.00 Filing Fee
and Certified Copy | <input type="checkbox"/> \$60.00 Filing Fee,
Certified Copy, and
Certificate of Status |
|---|--|---|--|

STREET ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Gold Cars International, Inc.
(Name of Resulting Florida Profit Corporation)

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.1115, F.S.

Please return all correspondence concerning this matter to:

Vincent Everaert
(Contact Person)

Gold Cars International, Inc.
(Firm/Company)

10400 Camelback Lane
(Address)

Boca Raton, Florida 33498
(City, State and Zip Code)

For further information concerning this matter, please call:

Vincent Everaert at (954) 415-8377
(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 and Certificate of Status ☐ \$113.75 Filing Fees and Certified Copy ☐ \$122.50 Filing Fees, Certified Copy, and Certificate of Status

STREET ADDRESS:

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

MAILING ADDRESS:

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Conversion

For

"Other Business Entity"

Into

Florida Profit Corporation

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following **"Other Business Entity"** into a Florida Profit Corporation in accordance with s. 607.1115, Florida Statutes.

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

Gold Cars International, LLC

L09-503

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Florida limited liability company

(Enter entity type. Example: limited liability company, limited partnership, 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 December 31, 2008

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

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

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

Gold Cars International, Inc.

(Enter Name of Florida Profit Corporation)

5. If not effective on the date of filing, enter the effective date: February 5, 2009

(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 Articles of Incorporation, if an effective date is listed therein.)

Signed this 4th day of February, 20 09.

Required Signature for Florida Profit Corporation:

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

Printed Name: Vincent Everaert Title: President and Director

Required Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: _____
Printed Name: Vincent Everaert Title: Manager

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:

Certificate 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
OF
GOLD CARS INTERNATIONAL, INC.**

THE UNDERSIGNED INCORPORATOR to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida, by and under the provisions for the formation, liability, rights, privileges and immunities of a corporation for profit.

Article I

The name of the corporation shall be: Gold Cars International, Inc.

Article II

The general nature of the business proposed to be transacted and carried on, and the objectives and purposes of the corporation, are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

(a) To deal in land, goods and services of every nature at retail or wholesale, for its own account, or for the accounts of others;

(b) To acquire, lease, manage, improve, operate or dispose of any real or personal property, whether or not required in conjunction with any of the businesses of the corporation.

Article III

The capital stock of this corporation shall consist of 5,000 shares of common stock of a par value of \$1.00 per share.

Each holder of common stock shall have one vote for each share of such stock held. The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States or proper labor or services at a just valuation to be fixed by the Directors. A majority of the outstanding shares shall constitute a quorum at shareholder meetings unless the By-Laws shall make provision for some lesser percentage of shares (but not less than 33-1/3%). Each holder of common stock shall have a preemptive right to any additional shares authorized and issued by this Corporation.

Article IV

This corporation is to have perpetual existence.

Article V

The street address of the initial principal office of this corporation is:

**10400 Camelback Lane
Boca Raton, Florida 33498**

The name and address of the initial registered agent of this corporation is:

Vincent Everaert
10400 Camelback Lane
Boca Raton, Florida 33498

The Board of Directors may, from time to time, move the registered office to any other address within or without the State of Florida.

Article VI

This corporation shall at all times have at least one Director. The number of Directors may be increased or decreased from time to time in the manner set forth in the By-Laws adopted by this Stockholders, but shall never be less than one.

Article VII

The names and addresses of the members of the first Board of Directors is as follows:

Vincent Everaert
10400 Camelback Lane
Boca Raton, Florida 33498

Article VIII


The name and address of the Incorporator of these Articles of Incorporation is as follows:

Vincent Everaert
10400 Camelback Lane
Boca Raton, Florida 33498

Article IX

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders having the right to vote on any such amendment, and approved at a Stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders entitled to vote thereon sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Fort Lauderdale, Broward County, Florida, for the uses and purposes aforesaid, this 28th day of January, 2009.



Vincent Everaert

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing Articles of Incorporation were acknowledged before me this 28th day of January, 2009, by Vincent Everaert, the Incorporator to the said Articles of Incorporation, who is personally known to me or who has produced _____ as identification.



Notary Public, State of Florida (Seal)

My Commission Expires:

My Commission Number Is:



Robert E. Murdoch
Commission # DD540550
Expires June 2, 2010
Bonded Tery Fain - Insurance, Inc. 800-585-7019

REGISTERED AGENT ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.



Vincent Everaert

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SECRETARY OF STATE
TALLAHASSEE FLORIDA