

LOG 000013401

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

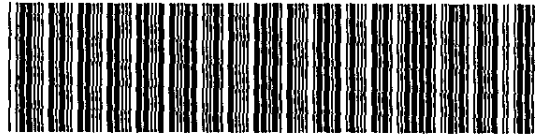
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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01/13/06--01035--008 **185.00

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STATE OF TEXAS
COMPTROLLER OF PUBLIC ACCOUNTS

LOG-13401
AL

1-06



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 19, 2006

ROLIN NELSON
260 SOUTH HAMPTON CLUB WAY
ST. AUGUSTINE, FL 32092-1028

SUBJECT: ALLIANCE HOLDING CORPORATION, LLC
Ref. Number: W06000002675

We have received your document for ALLIANCE HOLDING CORPORATION, LLC and your check(s) totaling \$185.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity cannot include "CORPORATION." This word/abbreviation is readily associated with or is commonly used to denote another type of entity. Please amend your document throughout accordingly.

The effective date of the conversion cannot be prior to the date of filing nor more than 90 days after the date of filing and must be the same as the effective date listed in the Florida Articles of Incorporation, if any.

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) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 506A00003972

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Alliance Holding Corporation, LLC
(Name of Resulting Florida Limited Company)

The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 608.439, F.S.

Please return all correspondence concerning this matter to:

Rolin Nelson
(Contact Person)

Alliance Holding Corporation, LLC
(Firm/Company)

260 South Hampton Club Way
(Address)

St. Augustine, FL, 32092-1028
(City, State and Zip Code)

For further information concerning this matter, please call:

Rolin Nelson at (904) 347-1420
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$150.00 Filing Fees (\$25 for Conversion & \$125 for Articles of Organization)
- \$155.00 Filing Fees and Certificate of Status
- \$180.00 Filing Fees and Certified Copy
- \$185.00 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

SECRETARY / OFFICE
TALLAHASSEE, FLORIDA
2006 JUN 13 PM 1:21

1:14:21

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

This Certificate of Conversion **and attached Articles of Organization** are submitted to convert the following **"Other Business Entity" into a Florida Limited Liability Company** in accordance with s.608.439, Florida Statutes.

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

Alliance Holding Corporation POS-87708
(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Corporation
(Enter entity type. Example: corporation, 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 06-20-05
(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 Limited Liability Company as set forth in the attached Articles of Organization:

Alliance Holding Capital, LLC
(Enter Name of Florida Limited Liability Company)

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TALLAHASSEE, FLORIDA
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2-06

5. If not effective on the date of filing, enter the effective date: 2-1-06
(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 Articles of Organization, if an effective date is listed therein.)

Signed this 1st day of February 20 06.

Signature of Authorized Person: [Signature]

Printed Name: Robin Nelson Title: CEO

Fees:

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Alliance Holding Capital, LLC
(Must end with the words "Limited Liability Company," "Limited Company" or their abbreviation "LLC," or "L.C.,")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

Mailing Address:

260 South Hampton Club Way
St Augustine, FL 32092-1028

Same

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

Rolin Nelson
260 South Hampton Club Way
Florida street address (P.O. Box **NOT** acceptable)
St Augustine, FL 32092-1028
City, State, and Zip

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TALLAHASSEE, FLORIDA

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Having been named as registered agent and 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..


Registered Agent's Signature (REQUIRED)

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

CEO

Rolin Nelson
260 South Hampton Club Way
St. Augustine, FL 32092-1028

COO

Jacques Guillaume
12100 Spindlewood Ct
Jacksonville, FL 32246

CIO

Jacques Edouargin
111 Russ Street
Randolph, MA 02368

CFD

Hermione Franklin
10679 Oak Bend Way
Wellington, FL 33414

* See Attachment * (Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: 02-01-06
(OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

REQUIRED SIGNATURE:


Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Rolin Nelson
Typed or printed name of signee

Filing Fees:

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)

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TALLAHASSEE, FLORIDA
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ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

<u>CMO</u>	Jacques Jean 211 Plain Street Brockton, MA 02302
<u>Dir Finance</u>	Sarujnarine Singh 3601 Seminary Rd #1208N Falls Church, VA 22041
<u>Dir Sales</u>	Eddy Dalus 4816 NW 14th St Coconut Creek, FL 33063
<u>CTO</u>	Elysee Ecclesiastre 100 Belmont Drive Jacksonville, FL 32259

(Use attachment if necessary)

- CEO - Chief Executive Officer
- COO - Chief Operating Officer
- CIO - Chief Information Officer
- CFO - Chief Financial Officer
- CMD - Chief Marketing Officer
- CTO - Chief Technical Officer

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TALLAHASSEE, FL 32399

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