

LOG 000013401

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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MAIL

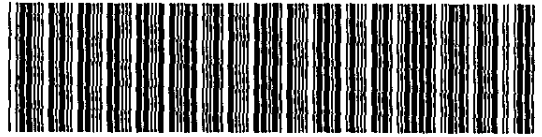
(Business Entity Name)

(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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LOG-13401  
-92

2-1-06



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:

- |   |  |   |   |
|---|--|---|---|
| <input type="checkbox"/> \$150.00 Filing Fees<br>(\$25 for Conversion<br>& \$125 for Articles<br>of Organization) | <input checked="" type="checkbox"/> \$155.00 Filing Fees<br>and Certificate of<br>Status | <input type="checkbox"/> \$180.00 Filing Fees<br>and Certified Copy | <input checked="" type="checkbox"/> \$185.00 Filing Fees,<br>Certified Copy, and<br>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 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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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2-1-06

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: 

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

# 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

*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)

(CONTINUED)

**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 Edouardin  
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]  
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)**

**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:**

CMO

Jacques Jean

211 Plain Street

Brockton, MA 02302

Dir Finance

Sarujnarine Singh

3601 Seminary Rd #1208N

Falls Church, VA 22041

Dir Sales

Eddy Datus

4816 NW 14th St

Coconut Creek, FL 33063

CTO

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  
CMO - Chief Marketing Officer  
CTO - Chief Technical Officer

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TALLAHASSEE, FL 32399

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