

LO6000029686

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(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

(Document Number)

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02/20/06--01031--006 **43.75

03/21/06--01022--002 **131.25

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: EMERALD CAPITAL GROUP, INC.
(Name of Florida Profit Corporation)

The enclosed Certificate of Conversion and fee(s) are submitted to convert a Florida Profit Corporation into an "Other Business Entity" in accordance with s. 607.1113, F.S.

Please return all correspondence concerning this matter to:

Betty Conrad
(Contact Person)

Dynetech Corporation
(Firm/Company)

255 South Orange Avenue, Suite 600
(Address)

Orlando, FL 32801
(City, State and Zip Code)

For further information concerning this matter, please call:

Betty Conrad at (407) 273-2030
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35.00 Filing Fee

☐ \$43.75 Filing Fee
and Certificate of
Status

☒ \$43.75 Filing Fee
and Certified Copy

☐ \$52.50 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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 22, 2006

BETTY CONRAD
DYNETECH CORPORATION
255 SOUTH ORANGE AVENUE, SUITE 600
ORLANDO, FL 32801

SUBJECT: EMERALD CAPITAL GRUOP, INC.
Ref. Number: W06000008961

We have received your document for EMERALD CAPITAL GRUOP, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The wrong filing forms and filing fees were submitted. Enclosed is the proper forms with 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
Document Specialist

Letter Number: 406A00012666

Thank you for your help. Enclosed are: (1) Certificate of Conversion, (2) Articles of Organization, (3) Certificate of Designation and Acceptance of Registered Agent, (4) Articles of Dissolution, and (5) check no. 001040 in the amount of \$131.25.

Please call me if you need anything else.

Betty Conrad
(407) 206-6500
x11720

*give
John
date*

CERTIFICATE OF CONVERSION
FOR
EMERALD CAPITAL GROUP, INC.
INTO
EMERALD CAPITAL GROUP, LLC

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 EMERALD CAPITAL GROUP, INC. P- 69621

2. The "Other Business Entity" is a corporation organized under the laws of the State of Florida on July 18, 2000.

3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization:

EMERALD CAPITAL GROUP, LLC

4. This conversion shall be effective in Florida on the date on which the Certificate is filed with the Florida Department of State Division of Corporations.

Signed this 16th day of February 2006.

EMERALD CAPITAL GROUP, INC.

By: Craig E. Nickerson
Craig E. Nickerson, President

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION FOR
EMERALD CAPITAL GROUP, LLC
(a Florida limited liability company)**

The undersigned representative of a Member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I. NAME

The name of the limited liability company is: Emerald Capital Group, LLC

ARTICLE II. ADDRESS

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

255 South Orange Avenue
Suite 600
Orlando, Florida 32801

ARTICLE III. DURATION

The period of duration for the Company shall be perpetual, unless terminated in accordance with the Company's Operating Agreement or by the unanimous written agreement of all Members.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent of the Company are:

<u>Name</u>	<u>Street Address</u>
Stephen V. Rosin	255 South Orange Avenue Suite 600 Orlando, Florida 32801

ARTICLE V. MANAGEMENT

The business of the Company shall be conducted, carried on, and managed by no fewer than one (1) Manager, who shall be elected by the Members of the Company in the manner prescribed by and provided in the Operating Agreement of the Company. Therefore, the Company is a manager-managed company. Such Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company. The name and address of the initial Manager is as follows:

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Name

Address

Craig E. Nickerson

255 South Orange Avenue
Suite 600
Orlando, Florida 32801

Such Manager shall serve in such capacity until the first meeting of the Members or until his successor is duly elected and qualified.

ARTICLE VI. OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company.



Stephen V. Rosin
Authorized Representative of a Member

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TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION AND ACCEPTANCE OF
REGISTERED AGENT AND REGISTERED OFFICE
OF EMERALD CAPITAL GROUP, LLC

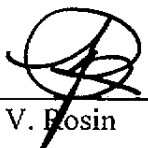
Pursuant to the provisions of Section 608.415, Florida Statutes, Emerald Capital Group, LLC, a Florida limited liability company (the "Company"), hereby submits the following statement designating the registered office and registered agent in the state of Florida.

1. The name of the Company is: Emerald Capital Group, LLC
2. The name of the registered agent and the address of the registered office are:

<u>Name</u>	<u>Street Address</u>
Stephen V. Rosin	255 South Orange Avenue Suite 600 Orlando, Florida 32801

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 or registered agent as provided for in Chapter 608., F.S..

Date: February 16, 2006



Stephen V. Rosin

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