

LO6000047720

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

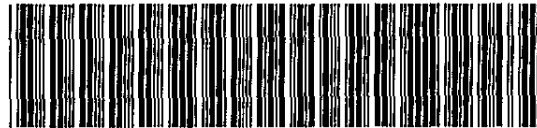
(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only



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04/28/06--01006--023 \*\*150.00

EFFECTIVE DATE

4/28/06

2875  
Velt  
Conv.

Fla. Corp  
into  
Fla.-LLC

06 APR 28 PM 4:39

SECRETARY OF STATE  
DIVISION OF CORPORATIONS

Mr. Andrews GAVE

AUTHORIZATION BY PHONE TO

CORRECT

DATE

LOC FROM

Effective Date  
5/8/06  
Velt

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Southern Holding Group, 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:

Melissa Jackson  
(Contact Person)  
The KM Jackson Law Firm, PA  
(Firm/Company)  
5728 Major Blvd., Suite 600  
(Address)  
Orlando, FL 32819  
(City, State and Zip Code)

For further information concerning this matter, please call:

Ken Andrews at ( 321 ) 293-0482  
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

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

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

06 APR 28 PM 4:39  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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:

Southern Holding Group, Inc.

(Enter Name of Other Business Entity)

P05-54725

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 April 8, 2005

(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:

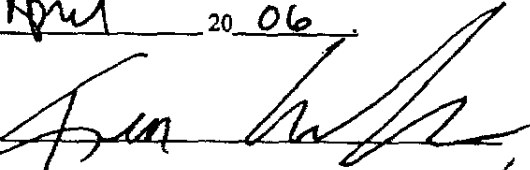
Southern Holding Group, LLC

(Enter Name of Florida Limited Liability Company)

EFFECTIVE DATE  
4/28/06

5. If not effective on the date of filing, enter the effective date: 28<sup>th</sup> April 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 13<sup>th</sup> day of April 20 06.

Signature of Authorized Person: 

Printed Name: Ken Andrews Title: PRESIDENT/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)

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY****ARTICLE I - Name:**

The name of the Limited Liability Company is:

Southern Holding Group, 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:**2295 S. Hiawassee Rd.Suite 2016Orlando, FL 32835**Mailing Address:**2295 S. Hiawassee Rd.Suite 2016Orlando, FL 32835**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:

Kenneth Andrews

Name

2295 S. Hiawassee Rd., Suite 2016Florida street address (P.O. Box NOT acceptable)OrlandoFL 32835

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)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**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:**MGRMKenneth Andrews5820 Blakford DriveWindermere, FL 34786

(Use attachment if necessary)

**ARTICLE V:** Effective date, if other than the date of filing: 4/13/04

(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.)

Kenneth Andrews  
Typed or printed name of signer**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)