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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

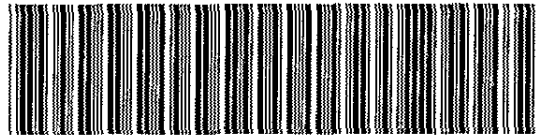
(Business Entity Name)

(Document Number)

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

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SCOGGINS  
ATTORNEYS AT LAW GOODMAN

Jonathan E. Smith  
jsmith@sgpc.com

Direct Dial:  
404-420-5717

March 1, 2007

VIA FEDERAL EXPRESS  
850-245-6051

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

RE: Cucine Lube USA, Inc., a Georgia corporation conversion to Cucine Lube USA, LLC, a Florida limited liability company

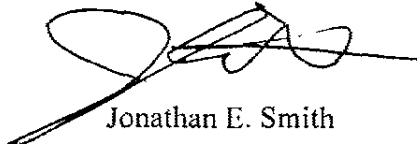
Dear Sir or Madam:

Enclosed are the following documents for converting Cucine Lube USA, Inc., a Georgia corporation to Cucine Lube USA, LLC, a Florida limited liability company in accordance with § 608.439, F.S.:

1. Certificate of Conversion.
2. Articles of Organization for Florida limited liability company.
3. Check made out to Florida Department of State – Corporations Division, for \$150.00 (\$125 for filing of Articles of Organization + \$25 for filing of Certificate of Conversion).

Please file these documents accordingly. Should you need additional information or have any questions, please do not hesitate to call. Thank you.

Sincerely,



Jonathan E. Smith

jes  
Enclosures

cc: Robert F. Goodman, Jr., Esq. (w/ enclosures)  
Cucine Lube USA, Inc. (w/ enclosures)

**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: **Cucine Lube USA, Inc.**
2. The "Other Business Entity" is a **corporation** first formed under the laws of the State of **Georgia** on **December 23, 2005**.
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: **N/A**
4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization: **Cucine Lube USA, LLC.**

CUCINE LUBE USA, INC., a Georgia  
corporation

Date: Feb -22, 2007

By:   
Charles William Kolbrener, President

# ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

## ARTICLE I - Name:

The name of the Limited Liability Company is:

Cucine Lube USA, 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:

1000 Mansell Exchange West  
Building 200, Suite 210  
Alpharetta, Georgia 30022

### Mailing Address:

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:

Paul D. Beitlich, Esq.

2033 Main Street, Suite 600

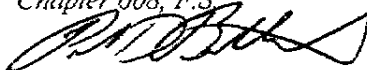
Florida street address (P.O. Box **NOT** acceptable)

Sarasota FL 34237

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)

Page 1 of 2

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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:**

MGR

Charles William Kolbrener

1000 Mansell Exchange West, Bld 200, Suite 210

Alpharetta, Georgia 30022

MGR

James E. Bridges

1000 Mansell Exchange West, Bld 200, Suite 210

Alpharetta, Georgia 30022

(Use attachment if necessary)

**ARTICLE V:** Effective date, if other than the date of filing: N/A  
(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.)

Charles William Kolbrener

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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