

L08000002482

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
07 DEC 28 PM 4:09

W07-62476
J. BRYAN DEC 31 2007

J. BRYAN

JAN - 8 2008

EXAMINER

Robert U. Goldman, Ltd.

ATTORNEYS AT LAW

Suite 365 • 600 Central Avenue • Highland Park, Illinois 60035-3257

Robert U. Goldman
Roberta Goldman
(New York Bar Only)

(847) 432-3666

Telefax
(847) 432-4289

Via Federal Express

January 7, 2008

Joey Bryan
Regulatory Specialist II
Florida Department of State
Division of Corporations
2661 Executive Center Circle
Clifton Building
Tallahassee, FL 32301

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Re: Conversion of Delaware limited liability companies to
FL domestic limited liability companies

Dear Mr. Bryan:

With reference to your letters dated December 31, 2007 number 807A00072067 (subject NAE Florida LLC) and number 0007A00072069 (subject VLC Florida LLC), we have made the necessary name corrections so that the new Florida domestic limited liability companies will be named NAE Florida Palm LLC and VLC Florida Palm LLC, respectively. With respect to each filing, we attach:

1. Copy of your letter dated 12/31/07 .
2. Corrected executed filing packet(cover letter, certificate of conversion, articles of organization).

Per our conversation, and your letter, you are holding two checks, each in the amount of \$150.00 payable to the Florida Department of State representing the required filing fees. These filings were delivered to your office prior to December 31, 2007 with the intent that the conversions be effective on such filings. We hope that you will be able to reflect the original date of filing as the date of conversion in each case.

By a separate letter included with this packet, among other merger filings, we have transmitted to you documents necessary to merge VL Corp., a Nevada corporation into VLC Florida Palm LLC which merger should take place as of January 1, 2008, immediately following the conversion described above.

If you have any questions, do not hesitate to call. Thank you for your assistance with this matter. Please return the stamped copies in the enclosed Fed Ex return envelope that has been included for your convenience.

Very truly yours,

ROBERT U. GOLDMAN, LTD.

Robert U. Goldman

RUG/wsf
Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 31, 2007

ROBERT U. GOLDMAN
ROBERT U. GOLDMAN, LTD.
600 CENTRAL AVE. SUITE 365
HIGHLAND PARK, IL 60035

SUBJECT: NAE FLORIDA LLC
Ref. Number: W07000062476

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We have received your document for NAE FLORIDA LLC and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Section 608.406, Florida Statutes, was amended effective July 1, 2007, to require the name of a limited liability company to be distinguishable from the names of all other filings filed with the Division of Corporations, except for fictitious name registrations and general partnership registrations.

Please select a new name and make the correction in all the appropriate places. One or more words may be added to make the name distinguishable from the one presently on file. Adding of Florida or Florida to the end of the name is not acceptable. A search for name availability can be made on the Internet through the Division's records at www.sunbiz.org.

Please note the name of a limited liability company must end with the words Limited Liability Company, the abbreviation L.L.C., or the designation LLC. The word Limited may be abbreviated as Ltd. and the word Company may be abbreviated as Co. The following suffixes are no longer acceptable: Limited Company, L.C., and LC.

The document number of the name conflict is #L06000113253, NAE, LLC.

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) 245-6043.

Joey Bryan
Regulatory Specialist II

Letter Number: 807A00072067

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: NAE Florida Palm 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:

Robert U. Goldman

(Contact Person)

Robert U. Goldman, Ltd.

(Firm/Company)

600 Central Avenue, Suite #365

(Address)

Highland Park, IL. 60035

(City, State and Zip Code)

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For further information concerning this matter, please call:

Robert U. Goldman at (847) 432-3666

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

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

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DIVISION OF CORPORATIONS
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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:

NAE Florida LLC

#M06000005749

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Limited Liability Company.
(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 Delaware
(Enter state, or if a non-U.S. entity, the name of the country)

on October 13, 2006

(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**:

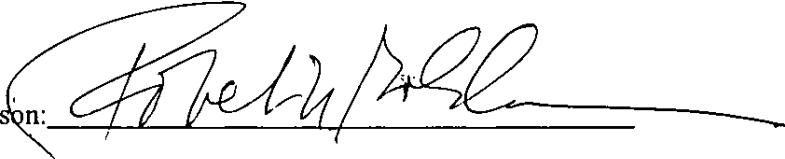
NAE Florida Palm LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date:_____.
(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 26th day of December 2007.

Signature of Authorized Person: _____



Printed Name: Robert U. Goldman Title: VP New Century Investor Services, Inc., Manager

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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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

NAE Florida Palm LLC

(Must end with the words "Limited Liability Company," the abbreviation "L.L.C.," or the designation "LLC.")

ARTICLE II - Address:

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

Principal Office Address:

600 Central Avenue, Suite #365
Highland Park, IL 60035

Mailing Address:

600 Central Ave., Suite #365
Highland Park, IL 60035

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:

Jay Felner

4182 Live Oak Blvd.

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

Delray Beach, FL 33445

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

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

Title:

Name and Address:

"MGR" = Manager

"MGRM" = Managing Member

MGR _____

New Century Investor Services, Inc.

600 Central Avenue, Suite #365

Highland Park, IL. 60035

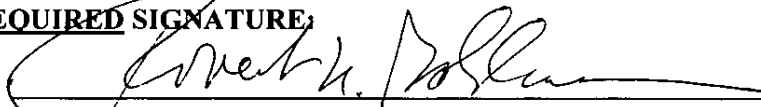
(Use attachment if necessary)

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ARTICLE V: Effective date, if other than the date of filing: _____
(OPTIONAL)

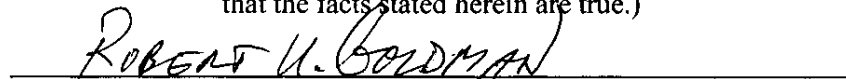
(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

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.)



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)