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TALLAHASSEE FLORIDA

**COVER LETTER**

**TO: Registration Section  
Division of Corporations**

**SUBJECT: AQUA GROUP AMERICA LLC**  
(Name of Limited Liability Company)



The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

**NADIM SALEEBY**  
\_\_\_\_\_  
(Name of Person)

**AQUA GROUP AMERICA LLC**  
\_\_\_\_\_  
(Firm/Company)

**101 CRANDON BLVD #471**  
\_\_\_\_\_  
(Address)

**KEY BISCAVNE FL 33149**  
\_\_\_\_\_  
(City/State and Zip Code)

For further information concerning this matter, please call:

**NADIM SALEEBY** at ( **786** ) **302-0803**  
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$25.00 Filing Fee
- \$30.00 Filing Fee & Certificate of Status
- \$55.00 Filing Fee & Certified Copy (additional copy is enclosed)
- \$60.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**STREET/COURIER ADDRESS:**  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION  
OF

FILED

08 SEP 16 AM 11:41

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

AQUA GROUP AMERICA LLC

(Name of the Limited Liability Company as it now appears on our records.)  
(A Florida Limited Liability Company)

The Articles of Organization for this Limited Liability Company were filed on AUGUST 26, 2008 and assigned  
Florida document number L08000081406.

This amendment is submitted to amend the following:

**A. If amending name, enter the new name of the limited liability company here:**

The new name must be distinguishable and end with the words "Limited Liability Company," the designation "LLC" or the abbreviation "L.L.C."

Enter new principal offices address, if applicable:

**(Principal office address MUST BE A STREET ADDRESS)**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Enter new mailing address, if applicable:

**(Mailing address MAY BE A POST OFFICE BOX)**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**B. If amending the registered agent and/or registered office address on our records, enter the name of the new registered agent and/or the new registered office address here:**

Name of New Registered Agent:

\_\_\_\_\_

New Registered Office Address:

\_\_\_\_\_

*(Enter Florida street address)*

\_\_\_\_\_, Florida \_\_\_\_\_

*(City)*

*(Zip Code)*

**New Registered Agent's Signature, if changing Registered Agent:**

*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 relative 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. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.*

(If Changing Registered Agent, Signature of New Registered Agent)

**If amending the Managers or Managing Members on our records, enter the title, name, and address of each Manager or Managing Member being added or removed from our records:**

**MGR = Manager**  
**MGRM = Managing Member**

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
MGRM	PEYMAN GHAFARI	AQUA GROUP LLC	<input checked="" type="checkbox"/> Add
		P.O. BOX 73799	<input type="checkbox"/> Remove
		DUBAI, U.A.E	<input type="checkbox"/>
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
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			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove

**D. If amending any other information, enter change(s) here: (Attach additional sheets, if necessary.)**

AQUA GROUP AMERICA LLC - Minutes of Initial Board Meeting, September 7, 2008, attached

**FILED**  
 08 SEP 16 AM 11:42  
 SECRETARY OF STATE  
 TALLAHASSEE FLORIDA

Dated SEPTEMBER 8, 2008

\_\_\_\_\_  
 Signature of a member or authorized representative of a member  
 NADIM SALEEBY  
 Typed or printed name of signee

AQUA GROUP AMERICA LLC  
Minutes of Initial Board Meeting  
September 7, 2008  
Page 1 of 1

The initial meeting of the Board of Directors was held on September 7, 2008 in Dubai, U.A.E. In attendance were Nadim Saleeby and Peyman Ghaffari.

The first order of business was a review of the activities of the company.

1. The company was formed and chartered in the State of Florida on August 26, 2008. The original Managing Member was Nadim Saleeby.
2. Once the LLC was formed, Nadim Saleeby obtained the Federal ID number and filed the LLC with the IRS on August 27, 2008.
3. The initial Directors of the LLC are Nadim Saleeby and Peyman Ghaffari. The Registered Agent is Nadim Saleeby.
4. Ownership of the LLC shall be allocated at 100% being owned by Peyman Ghaffari, with the understanding that Nadim Saleeby retains the option of acquiring up to 20% of the LLC upon mutually agreed to terms.
5. The LLC has opened a company bank account at SunTrust Bank in Key Biscayne, FL. Peyman Ghaffari will deposit sufficient funds into the account as a loan to the company in order to finance the initial operations. A formal note will be drawn up between the company and Peyman Ghaffari in the next few weeks.
6. The company anticipates entering into a lease or sub-lease for a commercial location in the next 30 to 60 days.

The next order of business was a general discussion of various items that needed to be completed as the business continues to establish itself and election of officers of the company.

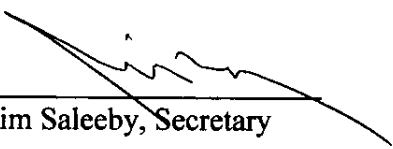
Effective immediately, the officers shall be:

President – Peyman Ghaffari  
Vice President – Nadim Saleeby  
Treasurer – Peyman Ghaffari  
Secretary – Nadim Saleeby

No subsequent meeting has been scheduled and will be called when needed.

All business having been concluded, the meeting was adjourned.

Signed this 7<sup>th</sup> day of September, 2008

  
\_\_\_\_\_  
Nadim Saleeby, Secretary