

**L08000100152**

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(Requestor's Name)

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(Address)

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(Address)

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(City/State/Zip/Phone #)

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PICK-UP

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MAIL

\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

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

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**FILED**  
2008 OCT 23 PM 2:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**C. LEWIS**

OCT 17 2008

**EXAMINER**

# Law Office of J. A. Hayes, P.A.

12596 N. Dale Mabry Hwy

Tampa, Florida 33618

Telephone: (813) 265-2119 Facsimile: (813) 265-0400

jahayes@MSN.com

Julian Andrew Hayes, Esquire  
Admitted Florida Bar  
United States District Court, Middle District of Florida  
11<sup>th</sup> Circuit Court of Appeals

Areas of Practice:  
Aviation Law  
Family Law  
Probate  
Personal Injury  
Real Estate

October 14, 2008

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Certificate of Conversion - GORILLA MOTOR WORKS LIMITED PARTNERSHIP

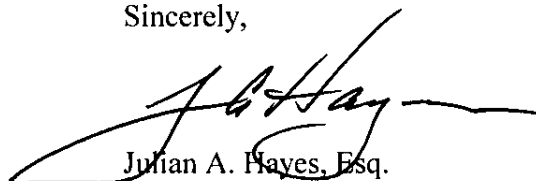
Dear Sirs:

Enclosed, please find an original copy of the CERTIFICATE OF CONVERSION for Gorilla Motor Works Limited Partnership which was formerly registered as a foreign business entity. We also enclose an original copy of the Articles of Organization for the new Gorilla Motor Works, L.L.C. along with my check in the amount of \$150.00. Please initiate the change in the records of the state of Florida.

If there are any questions, or if you need any additional information or documentation, please do not hesitate to contact me either by e-mail at [jahayes@MSN.com](mailto:jahayes@MSN.com) or by phone at (813) 265-2119.

I appreciate your prompt attention to this matter.

Sincerely,



Julian A. Hayes, Esq.

Enclosures



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

October 17, 2008

LAW OFFICE OF J.A. HAYES, P.A.  
JULIAN A. HAYES  
12596 N. DALE MABRY HWY  
TAMPA, FL 33618

SUBJECT: GORILLA MOTOR WORKS LIMITED PARTNERSHIP  
Ref. Number: B07000000151

We have received your document for GORILLA MOTOR WORKS LIMITED PARTNERSHIP and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Sections 607.1113, 608.4403, 620.2104, and 620.8914, F.S., require the certificate of conversion to be signed by the converting entity as required by applicable law. If the converting entity is a corporation, the certificate of conversion must be signed by a chairman, vice chairman, officer, director, or an incorporator. If the converting entity is a limited liability company, the certificate of conversion must be signed by a member or an authorized representative of a member. If the converting entity is a general partnership or limited liability partnership, the certificate of conversion must be signed by a general partner. If the converting entity is a limited partnership or limited liability limited partnership, the certificate of conversion must be signed by all of the general partners. If the converting entity is another type of business entity, an authorized person must sign the certificate of conversion.

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) 245-6047.

Carolyn Lewis  
Regulatory Specialist II

Letter Number: 808A00054213

## Law Office of J. A. Hayes, PA

12956 N. Dale Mabry Hwy

Tampa, Florida 33618

(813) 265-2119

Fax: (813) 265-0400

### FAX COVER SHEET

FAX NUMBER TRANSMITTED TO: 850-245-6030

To: CAROLYN LEWIS  
Of: FLORIDA DEPARTMENT OF STATE, DIV. OF CORPORATIONS  
From: Law Office of J. A. Hayes, PA  
Client/Matter: GORILLA MOTOR WORKS LLC  
Date: October 24, 2008

DOCUMENTS	NUMBER OF PAGES*
Certificate of Conversion	1

**COMMENTS:**

I had Mr. Hammer sign a new Certificate of Conversion in his capacity as President and Director of LND Management, Inc., which is the General Partner of Gorilla Motor Works Limited Partnership. Please advise if this is sufficient My office number is (813) 265-2119 or via e-mail at [jahayes@MSN.com](mailto:jahayes@MSN.com).

Thank you for your assistance.

Julian Hayes

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**CERTIFICATE OF CONVERSION**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to section 608.439, Florida Statutes, the following "Other Business Entity" hereby submits the attached articles of organization and this certificate of conversion to convert to a Florida limited liability company:

FIRST: The name of the "Other Business Entity" immediately prior to filing this document was: GORILLA MOTOR WORKS LIMITED PARTNERSHIP.


SECOND: The "Other Business Entity" is a limited partnership.

THIRD: The date on which and the jurisdiction in which the "Other Business Entity" was first created or otherwise came into being are:

- A. Date: MAY 4, 2007.
- B. Jurisdiction: NEVADA.
- C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: N/A.

FOURTH: The name of the limited liability company as set forth in the attached articles of organization is: Gorilla Motor Works, L.L.C.

FIFTH: The effective date and time of the conversion to a limited liability company is the date and time of filing with the Florida Department of State.

  
\_\_\_\_\_  
KEVIN HAMMER, President and Director  
LND MANAGEMENT, INC., GENERAL PARTNER  
GORILLA MOTOR WORKS LIMITED  
PARTNERSHIP

ARTICLES OF ORGANIZATION  
OF  
GORILLA MOTOR WORKS, L.L.C.

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2008 OCT 23 PM 3:00

ARTICLE I - NAME

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The name of the limited liability company is Gorilla Motor Works, L.L.C., ("company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is:  
Principal Office Address:  
2840 West Bay Dr., #256  
Bellaire Bluffs, FL 33770  
Mailing Address:  
2840 West Bay Dr., #256  
Bellaire Bluffs, FL 33770

ARTICLE III - REGISTERED AGENT,  
REGISTERED OFFICE, & REGISTERED AGENT'S SIGNATURE

The name and the Florida street address of the registered agent are:

Julian A. Hayes  
4014 Gunn Hwy, Ste 240  
Tampa, Florida 33618

*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..*

  
Julian A. Hayes

ARTICLE IV - MANAGERS OR MANAGING MEMBERS

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

<u>Title:</u>	<u>Name and Address:</u>
"MGR" = Manager	
"MGMR" = Managing Member	
MGMR	Kevin Hammer 2840 West Bay Dr., #256 Bellaire Bluffs, FL 33770
MGR	Christopher Smith 411 Cleveland St, #205 Clearwater, FL 33755

MGR

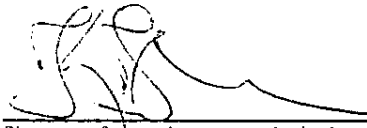
Jingjing Xu  
2727 Huff Dr.  
Pleasanton, California 94588

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2000 OCT 23 PM 3:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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.)

Kevin Hammer

Typed or printed name of signer