

L090000000503

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

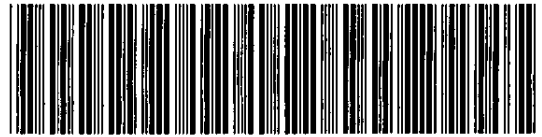
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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T. HAMPTON

JAN - 5 2009

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Gold Cars International, 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:

Vincent Everaert
(Contact Person)

Gold Cars International, LLC
(Firm/Company)

10400 Camelback Lane
(Address)

Boca Raton, Florida 33498
(City, State and Zip Code)

For further information concerning this matter, please call:

Vincent Everaert at (954) 415-8377
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$150.00 Filing Fees (\$25 for Conversion & \$125 for Articles of Organization)	☒ \$155.00 Filing Fees and Certificate of Status	☐ \$180.00 Filing Fees and Certified Copy	☐ \$185.00 Filing Fees, Certified Copy, and Certificate of Status
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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

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BURL F. GEORGE

* BOARD CERTIFIED CIVIL TRIAL LAWYERS
† BOARD CERTIFIED APPELLATE LAWYERS

December 30, 2008

Via Federal Express

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

Re: Gold Cars International, LLC

Dear Sir/Madam:

Enclosed is the Certificate of Conversion form and Articles of Organization for filing. We have enclosed our check in the amount of \$155.00 for the filing fees. Please return the Certificate of Status to Vincent Everaert as indicated on the form.

Please call our office if you have any questions.

Very truly yours,


Robert E. Murdoch
For the Firm

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:
Gold Cars International, Inc.

(Enter Name of Other Business Entity)

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 21, 2003.
(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:

N/A

4. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:

Gold Cars International, LLC
(Enter Name of Florida Limited Liability Company)

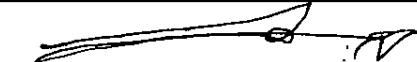
5. If not effective on the date of filing, enter the effective date: December 31, 2008.
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

Signed this 30th day of December 2008.

Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: 
Printed Name: Robert E. Murdoch, Esq. Title: Authorized Representative

Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: 
Printed Name: Vincent Everaert Title: President and Director

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

If Florida Corporation:

Signature of Chairman, Vice Chairman, Director, or Officer.

If Directors or Officers have not been selected, an Incorporator must sign.

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

All others:

Signature of an authorized person.

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
OF
Gold Cars International, LLC**

THE UNDERSIGNED, hereby forms a limited liability company under the Florida Limited Liability Company Act and adopts as the Articles of Organization of such limited liability company the following:

Article I - Name

The name of this limited liability company is:

Gold Cars International, LLC

Article II - Period of Duration

The period of duration of this limited liability company shall be perpetual from the date of filing these Articles with the Department of State of Florida, unless sooner dissolved as provided by statute.

Article III - Address

The mailing address and street address of the principal office of the company shall be:

10400 Camelback Lane
Boca Raton, Florida 33498

Article IV - Registered Office and Agent

The name and street address of the registered agent of the company in the State of Florida is:

Vincent Everaert
10400 Camelback Lane
Boca Raton, Florida 33498

Article V - Admission of New Members

No additional members shall be admitted to the company except with the written consent of the member(s) owning a majority of the membership interests of the company and on such terms and conditions as shall be determined by such members. A member may

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transfer his or her interest in the company only as permitted and set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless the member(s) owning a majority of the membership interests in the company approve of the proposed transfer.

Article VI - Termination of Existence

The company shall not be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, and the business of the company shall be continued.

Article VII - Management

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the manager of the company is:

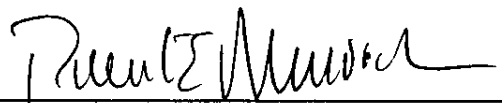
Vincent Everaert
10400 Camelback Lane
Boca Raton, Florida 33498

Article VIII-Effective Date

The effective date of these Articles of Organization is December 31, 2008

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IN WITNESS WHEREOF, the undersigned, as the authorized representative of the initial member of the Company, has made and subscribed these Articles of Organization at Fort Lauderdale, Florida, on this 30th December, 2008.



ROBERT E. MURDOCH

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 30th day of December, 2008, by ROBERT E. MURDOCH, who is personally known to me or has produced _____ as identification.

Peggy Sawyers
Notary Public, State of Florida (Seal)
My Commission Expires: _____
My Commission Number Is: _____



ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of Gold Cars International, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designed in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.

Robert E. Murdoch
Robert E. Murdoch, Registered Agent

Dated: December 30, 2008

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