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| (Requestor's Name)                      |
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| (City/State/Zip/Phone #)                |
| PICK-UP · WAIT MAIL                     |
|   |
| (Business Entity Name)                  |
|   |
| (Document Number)                       |
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| Certified Copies Certificates of Status |
| Certified Copies Certificates of Status |
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| Special Instructions to Filing Officer: |
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BRUCE
MAY 19 2009
EXAMINER

## **COVER LETTER**

| TO:                          | Registration S  |  |  |   |            |
|------------------------------|---|--|--|---|------------|
|                              | Division of C   | orporations  |  |   |            |
| SUBJ                         | SUBJECT: GREENWAY BROKERS INC.  (Name of Resulting Florida Limited Company) |  |  |   |            |
| conve                        |   | siness Entity" into a "                              | ticles of Organization,<br>Florida Limited Liabi | and fees are submitted to<br>lity Company" in                         | o          |
| Please                       | e return all corre  | espondence concernin                                 | g this matter to:                                |   |            |
| JOHN                         | SMARSH  |  | ** *   |   |            |
|                              |   | (Contact Person)                                     |  |   |            |
| GREE                         | NWAY BROKER   | S INC.   |  |   |            |
|                              |   | (Firm/Company)                                       |  |   |            |
| 4515 2                       | 26TH.ST.WEST  | SUITE 1905   |  |   |            |
|                              |   | (Address)  |  | ĨA.SE   | 0          |
| BDAD                         | ENTON,FLA. 34   | 207  |  | L CR  | 9 <u>×</u> |
| <u> </u>                     |   | City, State and Zip Code)                            | <u></u>  | HEIA  | ~ ]        |
|                              | `   | • ,  |  | SE<br>SE  | 8          |
| For fu                       | rther information   | on concerning this ma                                | tter, please call:                               | OF ST   |            |
| <b>JOHN</b>                  | SMARSH  |  | ~~ \ <u></u>                                     | <u>3493 දුදු ර</u>  | 7          |
|                              | (Name of Conta  | ct Person)   | (Area Code and D                                 | aytime Telephone Mumber)  | •          |
| Enclos                       | sed is a check for  | or the following amou                                | int:   |   |            |
| (\$25 fo<br>& \$125          | 0.00 Filing Fees<br>r Conversion<br>for Articles<br>unization)              | \$155.00 Filing Fees<br>and Certificate of<br>Status | \$180.00 Filing Fees<br>and Certified Copy       | \$185.00 Filing Fees,<br>Certified Copy, and<br>Certificate of Status | ٠          |
| STRE                         | EET ADDRESS   | S:   | MAILING A  | ADDRESS:  |            |
| Registration Section         |   | Registration   |  |   |            |
| Division of Corporations     |   | Division of C  |  |   |            |
| Clifton Building             |   | P. O. Box 6327<br>Tallahassee, FL 32314              |  |   |            |
| 2661 Executive Center Circle |   | i aiianassee,  | ГL 3231 <del>4</del>                             |   |            |

Tallahassee, FL 32301

### Certificate of Conversion For

# "Other Business Entity"

Into

## Florida Limited Liability Company

This Certificate of Conversion <u>and attached Articles of Organization</u> are submitted to convert the following "Other Business Entity" into a Florida Limited Liability Company in accordance with s.608.439, Florida Statutes.

| The name of the "Other Business Entity" immediately prior to the filing of this  Certificate of Conversion is:  GREENWAY BROKERS INC.                            |   |
|--|---|
| (Enter Name of Other Business Entity)  |   |
| 2. The "Other Business Entity" is a CORPORATION POSON 088/30  (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_9-26-2008   |   |
| (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 and 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:  | į |
| GREENWAY BROCKERS INC.   |   |
| (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.)

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|-----|----|--------|
| _   | -  | !<br>= |
|     | _  | 7      |
| ٠   | T  | •      |
| •   |    |        |

| Signed t      | his <u>13</u>                | day of MAY                                  | 20 <u>09</u>                       |  |
|---------------|------------------------------|---|------------------------------------|--|
| Signatu       | re of Memb                   | er or Authorized Represe                    | entative of Limited Liabilit       | Compagy:   |
| Cianatus      | o of Mamba                   | r or Authorized Represent                   |                                    |  |
| Drinted N     | e oi ivicilibe<br>James IOUN | CMADCH                                      | Title: PRES./OWNER                 |  |
| I I III KCU I | vallic. JOHIV                | SIMANOIT                                    | Title. Tropicotiver                |  |
| Signatur      | re(s) on beha                | alf of Other Business Entit                 | y: [See below for required :       | signature(s).l   |
|               | <i>T</i> 1                   |   |                                    |  |
| Signature     | e: TUIG                      | ul Smarsh                                   | <u> </u>                           |  |
| Printed N     | Name: RAQU                   | EL SMARSH                                   | Title: VICE PRES./ OF              | FICER  |
|               |                              |   |                                    |  |
| Signatur      | e:                           |   | Tial                               |  |
| Printed P     | vame:                        |   | Title:                             |  |
| Sionatur      | e.•                          |   |                                    |  |
| Printed N     | v<br>Name:                   |   | Title:                             |  |
|               |                              |   | <del></del>                        | <u> </u>   |
| Signature     | e:                           |   |                                    | .,   |
| Printed N     | Vame:                        |   | Title:                             | ···  |
|               |                              |   |                                    |  |
| Signature     | e:                           | · · · · · · · · · · · · · · · · · · ·       | T:41                               | <del></del>  |
| Printed P     | name:                        |   | Title:                             | ==4  |
| Signatur      | e:                           |   |                                    | 99<br>SEC  |
| Printed N     | Vame:                        | ····  | Title:                             |  |
|               | <del></del>                  |   |                                    | ASA —  |
|               | la Corporati                 |   |                                    | SEA<br>SEA<br>SEA<br>SEA<br>SEA<br>SEA<br>SEA<br>SEA<br>SEA<br>SEA |
|               |                              | n, Vice Chairman, Director,                 |                                    | . 유 유 [  |
| If Direct     | ors or Office                | rs have not been selected, ar               | Incorporator must sign.            | AMII: 50<br>OF STATE<br>EE, FLORIDA                                |
| TÉ IN         |                              |   | E 1914 - Th                        | 82 :5  |
|               | a General P<br>e of one Gen  | artnership or Limited Lia                   | bility Partnership:                | Dri O  |
| Signature     | e of one Oci                 | ciai faiuici.                               |                                    |  |
| If Florid     | a Limited P                  | artnership or Limited Lia                   | bility Limited Partnership:        |  |
|               |                              | eneral Partners.                            |                                    |  |
| _             |                              |   |                                    |  |
| All other     |                              |   |                                    |  |
| Signature     | e of an autho                | rized person.                               |                                    |  |
| Fees:         |                              |   |                                    |  |
|               | Partificata of               | Conversion:                                 | \$25.00                            |  |
|               |                              | Conversion:<br>ida Articles of Organization | •                                  |  |
|               | Certified Cor                |   | 11. \$125.00<br>\$30.00 (Optional) |  |
|               | Pertificate of               | -   | \$5.00 (Optional)                  |  |

### ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

**ARTICLE I - Name:** 

| The name of the Limited Li   | iability Company is:        |                                |             |   |
|--|-----------------------------|--------------------------------|-------------|---|
| GREENWAY BROK  |                             |                                | <u> </u>    |   |
| (Must end with the words "Limited I "LLC.")  | Liability Company," the abb | reviation "L.L.C.," or the des | ignation    |   |
| ARTICLE II - Address:<br>The mailing address and str<br>Liability Company is:  | reet address of the pri     | ncipal office of the Li        | mited       |   |
| Principal Office Address:  |                             | Mailing Address:               |             |   |
| GREENWAY BROKERS INC   |                             | GREENWAY BROKE                 | RS INC.     |   |
| 4515 26TH.ST.WEST SUITE  | 1905                        | 4515 26TH.ST.WEST              | SUITE 198   |   |
| BRADENTON,FLA. 34207   | <b>E</b>                    | BRADENTON,FLA. 34              | 1207        |   |
| 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:   |                             |                                |             |   |
| JOHN SMARSH  |                             |                                |             | П |
| Nome   |                             |                                |             |   |
| 4515 26TH.ST.WEST SUITE 1905 ST = □  |                             |                                |             | U |
| Florida street address (P.O. Box NOT acceptable)   |                             |                                |             |   |
| BRADENTON FL 34207   |                             |                                |             |   |
| City, State, and Zip   |                             |                                |             |   |
| Having been named as re  | gistered agent and to       | accept service of proce        | ess for the |   |

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

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

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

| <u>Title:</u> "MGR" = Manager   | Name and Address:  |  |  |  |
|---|--|--|--|--|
| "MGRM" = Managing Member  |  |  |  |  |
| PRES.   | JOHN SMARSH<br>4515 26TH.ST.WEST SUITE 1905<br>BRADENTON.FLA. 34207        |  |  |  |
| VICE PRES.  | RAQUEL SMARSH 4515 26TH,ST,WEST SUITE 1905 BRADENTON,FLA, 34207            |  |  |  |
|   |  |  |  |  |
|   | (Use attachment if necessary)  |  |  |  |
| ARTICLE V: Effective date, if other than the date (The effective date: 1) cannot be prior to nor document is filed by the Florida Department the effective date listed in the attached Cert date is listed therein.)  REQUIRED SIGNATURE: | more than 90 days after the date this of State; AND 2) must be the same as |  |  |  |
| Signature of a member of an autho   | rized 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.)  |  |  |  |  |
| JOHN SMARSH   |  |  |  |  |
| Typed or printed  | name of signee   |  |  |  |
| Filing Fees:  |  |  |  |  |
| \$125.00 Filing Fee for Articles of O   | rganization and Designation  |  |  |  |

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)

Page 2 of 2