

L100000042689

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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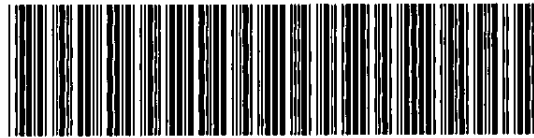
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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10 APR 21 PM 3:06
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

B. KOHR
APR 22 2010
EXAMINER

FILED
10 APR 21 AM 8:10
SECRETARY OF STATE
DIVISION OF CORPORATIONS

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Group Force Capital, 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:

Melissa
(Contact Person)
Incorporating Services, Ltd.
(Firm/Company)
1540 Glenway Drive
(Address)
Tallahassee, FL 32301
(City, State and Zip Code)

E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Melissa at () 656-7956
(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

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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10 APR 21 AM 8:10

**CERTIFICATE OF CONVERSION
FOR
FLORIDA CORPORATION
INTO
FLORIDA LIMITED LIABILITY COMPANY**

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DIVISION OF CORPORATIONS
10 APR 21 AM 8:10

This Certificate of Conversion and the attached Articles of Organization are submitted to convert GROUP FORCE CAPITAL, INC., a Florida corporation (the "Corporation"), into GROUP FORCE CAPITAL, LLC, a Florida limited liability company (the "Company"), in accordance with Section 608.439, Florida Statutes.

1. The name of the Florida corporation converting into the Company is GROUP FORCE CAPITAL, INC., and its Articles of Incorporation were filed in Florida on April 29, 2008.

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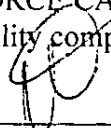
2. The name of the Florida limited liability company, as set forth in the attached Articles of Organization, is GROUP FORCE CAPITAL, LLC.

3. The effective date of this Certificate of Conversion shall be the date of filing of this Certificate of Conversion with the Florida Department of State.

Signed this 15th day of April, 2010.

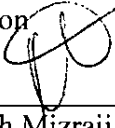
CONVERTED ENTITY:

GROUP FORCE CAPITAL, LLC, a Florida
limited liability company

By: 
Ralph Mizraji, Manager

CONVERTING ENTITY:

GROUP FORCE CAPITAL, INC., a Florida
corporation

By: 
Ralph Mizraji, President

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DIVISION OF CORPORATIONS
10 APR 21 AM 8:10

**ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - Name

The name of the Limited Liability Company is:

GROUP FORCE CAPITAL, LLC

ARTICLE II - Address

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

20900 NE 30th Avenue, Eighth Floor
Aventura, Florida 33180

ARTICLE III - Duration

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - Management

The Limited Liability Company shall be managed by one or more managers (who shall be designated "Manager(s)") and is, therefore, a manager-managed company. The name and address of the initial Manager of the Limited Liability Company is:

NAME

ADDRESS

Ralph Mizraji

20900 NE 30th Avenue, Eighth Floor
Aventura, Florida 33180

ARTICLE V - Registered Agent and Office

The name and address of the initial registered agent of the Limited Liability Company is:

Ralph Mizraji
20900 NE 30th Avenue, Eighth Floor
Aventura, Florida 33180



Ralph Mizraji, Authorized Representative

(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.)

REGISTERED AGENT ACCEPTANCE

Having been named to accept service of process for the above-stated limited liability company at the address designated in the articles of organization pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Date: April 15, 2010

A handwritten signature in black ink, appearing to be 'Ralph Mizraji', written over a horizontal line.

Ralph Mizraji