

L110000000002

(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:

Office Use Only



400189044884

12/29/10--01007--024 \*\*25.00

12/29/10--01007--025 \*\*125.00

RECEIVED

10 DEC 29 AM 11:19

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE 12/31/2010

10 DEC 29 AM 8:37

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

B. KOHR

JAN - 8 2011

EXAMINER



1203 Governors Square Blvd.  
Tallahassee, FL 32301-2960

850 222 1092 tel  
850 878 5368 fax  
www.ctlegalsolutions.com

December 30, 2010

Department of State, Florida  
Clifton Building  
2611 Executive Center Circle  
Tallahassee FL 32301

EFFECTIVE DATE 12/31/2010

RECEIVED  
10 DEC 30 PM 3:12  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
FILED  
SECRETARY OF CORPORATIONS

**\*RE-SUBMIT\***

Please retain original filing  
date of submission 12/29/10

Re: Order #: 8034885 SO  
Customer Reference 1: 20947-00001  
Customer Reference 2: None Given

Dear Department of State, Florida:

Please obtain the following:

PC Gear Head, LLC (FL)  
Conversion  
Florida

PC Gear Head, LLC (FL)  
Formation  
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Christina McNeair  
CL Operations Specialist  
Christina.McNeair@wolterskluwer.com



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
10 DEC 29 AM 8:37

December 29, 2010

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: GEAR HEAD, LLC  
Ref. Number: W10000059754

EFFECTIVE DATE 12/31/2010

We have received your document for GEAR HEAD, LLC and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

The existing entity with the similar name is GEARHEAD INC -- Document Number P08000088870.

Please note that we have RETAINED your \$150.00 payment.

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) 245-6914.

Buck Kohr  
Regulatory Specialist II

Letter Number: 610A00030083

EFFECTIVE DATE \_\_\_\_\_

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** PC Gear Head, 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:

Michael A. Refolo, Esq.

(Contact Person)

Mirick O'Connell

(Firm/Company)

100 Front Street

(Address)

Worcester, MA 01608

(City, State and Zip Code)

mrefolo@mirickoconnell.com

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

For further information concerning this matter, please call:

Michael A. Refolo

(Name of Contact Person)

at ( 508 ) 929-1622

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- |   |  |   |  |
|---|--|---|--|
| <input type="checkbox"/> \$150.00 Filing Fees<br>( \$25 for Conversion<br>& \$125 for Articles<br>of Organization ) | <input checked="" type="checkbox"/> \$155.00 Filing Fees<br>and Certificate of<br>Status | <input type="checkbox"/> \$180.00 Filing Fees<br>and Certified Copy | <input type="checkbox"/> \$185.00 Filing Fees,<br>Certified Copy, and<br>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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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
10 DEC 29 AM 8:37

EFFECTIVE DATE 12/31/2010

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DIVISION OF CORPORATIONS  
10 DEC 29 AM 8:37

**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:

PC Gear Head, LLC

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a limited liability company

(Enter entity type. Example: corporation, limited partnership, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Massachusetts

(Enter state, or if a non-U.S. entity, the name of the country)

on June 1, 2006

(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:

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

PC Gear Head, LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: December 31, 2010

(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.)

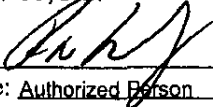
6. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and the requirements of s.608.439, F.S., in effecting the conversion.

7. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

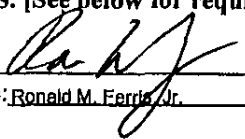
Signed this \_\_\_\_\_ day of December 2010.

**Signature of Member or Authorized Representative of Limited Liability Company:**

Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

Signature of Member or Authorized Representative:   
Printed Name: Ronald M. Ferris, Jr. Title: Authorized Person

**Signature(s) on behalf of Other Business Entity:** Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S. [See below for required signature(s).]

Signature:   
Printed Name: Ronald M. Ferris, Jr. Title: Authorized Person

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)

EFFECTIVE DATE 12/31/2010

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

**ARTICLE I - Name:**

The name of the Limited Liability Company is:

PC Gear Head, LLC

(Must end with the words "Limited Liability Company, the abbreviation "L.L.C.," or the designation "LLC.")

**ARTICLE II - Address:**

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

**Principal Office Address:**

150 5th Avenue South

Naples, Florida 34102

**Mailing Address:**

150 5th Avenue South

Naples, Florida 34102

**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:

Ronald M. Ferris, Sr.

Name

150 5th Avenue South

Florida street address (P.O. Box **NOT** acceptable)

Naples

FL 34102

City, State, and Zip

*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.*

Ronald M. Ferris Sr.

Registered Agent's Signature (REQUIRED)

(CONTINUED)

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DIVISION OF CORPORATIONS  
10 DEC 29 AM 8:37

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

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

**Title:**

"MGR" = Manager

"MGRM" = Managing Member

**Name and Address:**

MGR

Ronald M. Ferris, Jr.

150 5th Avenue South

Naples, FL 34102

MGR

Michael J. Connor

9668 Campbell Lane

Bellevue, MI 49021

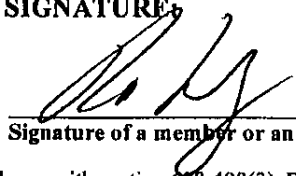
(Use attachment if necessary)

**ARTICLE V:** Effective date, if other than the date of filing: December 31, 2010

(OPTIONAL)

(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 Certificate of Conversion, if an effective date listed therein.)

**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. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Ronald M. Ferris, Jr.

Typed or printed name of signee