

L11000018325

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

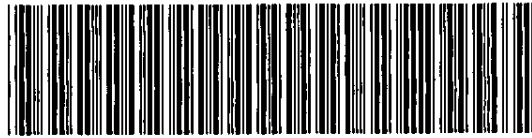
Special Instructions to Filing Officer:

Office Use Only

B. KOHR

DEC 27 2011

EXAMINER



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12/21/11--01001--008 **25.00

SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
11 DEC 20 PM 4:00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 DEC 20 AM 8:28



Wolters Kluwer
Corporate Legal Services

CT Corporation

1203 Governors Square Blvd.
Suite 101
Tallahassee, FL 32301-2960

850 222 1092 tel
850 222 7615 fax
www.ctcorporation.com

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 DEC 20 AM 8:28

December 20, 2011

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

Re: Order #: 8337861 SO
Customer Reference 1: 31669.0001
Customer Reference 2: None Given

Dear Department of State, Florida:

Please obtain the following:

Fuel Emulsions International, LLC (FL)
Conversion
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 Walker
Fulfillment Special - Contractor
christina.walker@wolterskluwer.com

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Fuel Emulsions International, LLC
Name of Florida Limited Liability Company

The enclosed Certificate of Conversion and fee(s) are submitted to convert a Florida Limited Liability Company" into an "Other Business Entity" in accordance with s.608.4403, F.S.

Please return all correspondence concerning this matter to:

Phillip Brown

Contact Person

Brown's Equipment Trader, LLC

Firm/Company

5201 Blue Lagoon Drive, Suite 841

Address

Miami, FL 33126

City, State and Zip Code

pbrown@brownsequipment.com

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

For further information concerning this matter, please call:

Phillip Brown

Name of Contact Person

at (305)

707-4334

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$25.00 Filing Fee

☐ \$30.00 Filing Fee
and Certificate of
Status

☒ \$55.00 Filing Fee
and Certified Copy

☐ \$60.00 Filing Fee,
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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 DEC 20 11 08 28

Certificate of Conversion
For
Florida Limited Liability Company
Into
"Other Business Entity"

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 DEC 20 AM 8:28

This Certificate of Conversion is submitted to convert the following **Florida Limited Liability Company** into an **"Other Business Entity"** in accordance with s. 608.4403, Florida Statutes.

1. The name of the Florida Limited Liability Company converting into the "Other Business Entity" is:

Fuel Emulsions International, LLC

Enter Name of Florida Limited Liability Company

2. The name of the "Other Business Entity" is:

Fuel Emulsions International, Inc.

Enter Name of "Other Business Entity"

3. The "Other Business Entity" is a _____ corporation
(Enter entity type. Example: corporation, limited partnership,
general partnership, common law or business trust, etc.)

organized, formed or incorporated under the laws of _____ Delaware
(Enter state, or if a non-U.S. entity, the name of the country)

4. The above referenced Florida Limited Liability Company has converted into an "Other Business Entity" in compliance with Chapter 608, F.S., and the conversion complies with the statute or applicable law governing the "Other Business Entity."

5. The plan of conversion was approved by the converting Florida Limited Liability Company in accordance with Chapter 608, F.S.

6. If applicable, the written consent of each member who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to s. 608.4402(2), F.S.

7. This conversion was effective under the laws governing the "Other Business Entity"

on: _____ December 20, 2011 _____

8. This conversion shall be effective in Florida on: December 20, 2011.
(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 of the conversion under the laws governing the "Other Business Entity.")

9. The principal office address of the "Other Business Entity" under the laws of the state, country, or jurisdiction in which such entity was organized is as follows:

5201 Blue Lagoon Drive, Suite 841

Miami, FL 33126

10. If the "Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Other Business Entity":

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida limited liability company, including any appraisal rights of its members under ss. 608.4351-608.43595, F.S.

b.) Lists the following street and mailing address of an office the Florida Department of State may use for purposes of s. 48.181, F.S.

Street Address: Phillip Brown

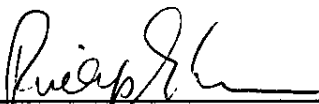
14846 SW 168 Terrace, Miami, FL 33187

Mailing Address: Phillip Brown

14846 SW 168 Terrace, Miami, FL 33187

11. The "Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 608.4351-608.43595, F.S.

Signed this 20th day of December, 20 11

Signature: 
Must be signed by a Member or Authorized Representative.

Printed Name: Phillip G. Brown Title: Sole Member of Fuel Emulsions International, LLC

Fees: Filing Fee: \$25.00
Certified Copy: \$30.00 (Optional)
Certificate of Status: \$ 5.00 (Optional)

**WRITTEN CONSENT OF
THE MEMBER
OF
FUEL EMULSIONS INTERNATIONAL, LLC**

December 20, 2011

Conversion to a Delaware Corporation

The undersigned, being the sole member of Fuel Emulsions International, LLC, a Florida limited liability company (the "Company"), acting by unanimous written consent in lieu of a special meeting, hereby authorizes, approves, adopts, ratifies and confirms the statements, actions and resolutions set forth below and hereby direct that this consent be placed in the minutes of the proceedings of the Company.

1. The sole member, acknowledging that he has reviewed the Plan of Conversion attached to this consent as **Exhibit A** and hereby made a part of this consent (the "Plan Conversion"), hereby: (a) authorizes, approves, adopts, ratifies and confirms the Plan of Conversion, the conversion of the Company into a Delaware corporation and all other actions contemplated by the Plan of Conversion; (b) authorizes, approves, adopts, ratifies and confirms the Certificate of Incorporation and the Bylaws attached to the Plan of Conversion as the Certificate of Incorporation and Bylaws of the Company after its conversion into a corporation; and (c) authorizes and directs the officers of the Company to execute and file the requisite Certificates of Conversion with the Department of State of the State of Florida and the Delaware Secretary of State.

2. The sole member of the Company hereby authorizes and directs each of the officers of the Company (each an "Authorized Officer"), subject to the direction of the President of the Company, in the name and on behalf of the Company or otherwise and under the seal of the Company or otherwise, to execute and deliver all such agreements, certificates, documents, instruments and notices and to take all other actions and to do all other things as each such officer in his sole discretion may deem necessary or appropriate in order to carry out and effect the foregoing actions, and hereby ratify and confirm any and all such actions.

3. The Authorized Officers be, and each of them hereby is, authorized, empowered and directed to take, or cause to be taken, any and all other such acts and actions and to prepare, execute and deliver, or cause to be prepared, executed and delivered, any and all such other documents or instruments as, they may deem necessary, desirable or appropriate to otherwise carry out the full intent and purpose of the foregoing resolutions.

4. The Company hereby approves, ratifies and affirms any and all action of the Authorized Officers incident to or in connection with the forgoing resolutions and such other agreements contemplated therein, including, but not limited to, the execution of agreements and actions taken by Authorized Officers on behalf of the Company that have taken place prior to the date of these resolutions.

[Remainder of page intentionally left blank. Signatures appear on the following page.]

IN WITNESS WHEREOF, this consent is executed by each of the undersigned, being the sole member and sole manager, as of the date first set forth above:

MEMBER

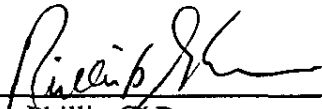
By: 
Name: Phillip G. Brown
Date: December 20, 2011

EXHIBIT A

Plan of Conversion

**PLAN OF CONVERSION
BY WHICH
FUEL EMULSIONS INTERNATIONAL, LLC
CONVERTS INTO
FUEL EMULSIONS INTERNATIONAL, INC.**

THIS IS A PLAN OF CONVERSION ("this Plan of Conversion") related to the conversion (the "Conversion") of **FUEL EMULSIONS INTERNATIONAL, LLC**, a Florida limited liability company (the "Converting Entity"), into a corporation organized under Delaware law (the "Resulting Entity").

1. Names of Constituent Entities. The Converting Entity will convert into the Resulting Entity under the name "FUEL EMULSIONS INTERNATIONAL, INC."
2. Address. The address for each of the Converting Entity and the Resulting Entity will be 5201 Blue Lagoon Drive, Suite 841, Miami, FL, 33126.
3. Jurisdiction. The Converting Entity is organized under the laws of the State of Florida. The Resulting Entity will be incorporated under the laws of the State of Delaware.
4. The Converting Entity and Resulting Entity. In accordance with the terms of this Plan of Conversion and the applicable laws of the States of Florida and Delaware: (a) the Converting Entity shall make an appropriate filing of a certificate of conversion of the Converting Entity with the Department of State of the State of Florida; (b) the Resulting Entity shall make an appropriate filing of a certificate of conversion with the Secretary of State of Delaware; and (c) upon the acceptance of such filings by the Department of State of the State of Florida and the Secretary of State of Delaware (the "Effective Time"), the Converting Entity shall be converted into the Resulting Entity, which shall continue to exist as a corporation created and governed by the laws of the State of Delaware.
5. Effect of Conversion. At the Effective Time: (a) the Converting Entity shall convert into the Resulting Entity; (b) the Converting Entity's membership interests, if any, shall be converted as provided in this Plan of Conversion; and (c) the Conversion shall otherwise have the effect provided under the applicable laws of the State of Delaware.
6. Manner and Basis of Converting Stock. At the Effective Time, each percentage of membership interest in the Converting Entity shall, by virtue of the conversion and without further action on the part of the holder of such membership interests, be converted into one share of issued and outstanding common stock of the Resulting Entity and no additional shares of common stock in the Resulting Entity shall be issued in respect of such membership interests.

7. Certificate of Incorporation. The Certificate of Incorporation of the Resulting Entity in the form attached hereto as Exhibit A shall be the Certificate of Incorporation of the Resulting Entity at and after the Effective Time until amended in accordance with applicable law.

8. Bylaws. Subject to the adoption by the Board of Directors of the Resulting Entity, the Bylaws of the Resulting Entity in the form attached hereto as Exhibit B shall be the Bylaws of the Resulting Entity at and after the Effective Time until amended in accordance with applicable law.

9. Abandonment. Notwithstanding the adoption of this Plan of Conversion, the sole member of the Converting Entity (the "Member") may, in its discretion and without further action by the Member, abandon this Plan and direct that no further steps be taken to carry this Plan into effect.

10. Authority of Officers and Manager. Each of the officers and the Member is empowered, authorized and directed to enter into, execute, deliver and file any and all reports, returns, notices, agreements, documents or other instruments in the name of and on behalf of the Converting Entity or otherwise and under the seal of the Converting Entity or otherwise and to do any and all other things in the name and on behalf of the Converting Entity which he may deem necessary or desirable to carry out the provisions, purposes and intent of this Plan of Conversion.

FUEL EMULSIONS INTERNATIONAL, LLC

By: _____

Name: Phillip G. Brown

Title: Sole Member

Exhibit A

Certificate of Incorporation

Exhibit B

Bylaws