

L11000040515

(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

APR 5 2011

EXAMINER



500199177695

RECEIVED

11 APR -5 AM 10:46

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED

SECRETARY OF STATE  
DIVISION OF CORPORATIONS

11 APR -5 AM 11:05



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195  
REFERENCE : 732730 7457745  
AUTHORIZATION : *[Signature]*  
COST LIMIT : \$ 150.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
11 APR -5 AM 11:05

ORDER DATE : April 5, 2011

ORDER TIME : 08:30 AM

ORDER NO. : 732730-010

CUSTOMER NO: 7457745

DOMESTIC AMENDMENT FILING

NAME: VICTORIAMAX, LLC

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap -- EXT# 2951

EXAMINER'S INITIALS: \_\_\_\_\_

**CERTIFICATE OF CONVERSION  
FOR  
NEVADA LIMITED PARTNERSHIP  
INTO  
FLORIDA LIMITED LIABILITY COMPANY**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
11 APR -5 AM 11:05

This Certificate of Conversion and the attached Articles of Organization are submitted to convert the following Nevada Limited Partnership into a Florida Limited Liability Company in accordance with Nevada Revised Statute 92A205 and s. 620.2104 and 608.439, Florida Statutes.

1. The name of the Nevada Limited Partnership converting into the Florida limited Liability Company is: VICTORIAMAX, LIMITED PARTNERSHIP
2. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is: VICTORIAMAX, LLC
3. The Nevada Limited Partnership was first organized, formed or incorporated under the laws of Nevada on June 5, 2006, and assigned Entity Number E0432672006-1
4. The plan of conversion was approved by the converting Nevada Limited Partnership as required by Nevada Revised Statute 92A205.
5. The converting Nevada Limited Partnership hereby converts into a Florida Limited Liability Company in compliance with Chapter 92A205, NRS, and with Chapter 608, F.S.
6. This conversion shall be effective on the date this Certificate of Conversion is filed with the Florida Department of State.

Signed this 21 day of MARCH, 2011.

VICTORIAMAX, LIMITED PARTNERSHIP,  
A Nevada limited partnership  
By: BRETT M. KINGSTONE FAMILY TRUST  
DATED NOVEMBER 8, 1996,  
AS AMENDED AND RESTATED, General Partner

By:   
Brett M. Kingstone, Trustee

VICTORIAMAX, LLC,  
A Florida limited liability company

By:   
Brett Kingstone, Manager

**ARTICLES OF ORGANIZATION  
OF  
VICTORIAMAX, LLC  
A Florida Limited Liability Company**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
11 APR -5 AM 11:05

**ARTICLE I  
NAME**

The name of this limited liability company is VICTORIAMAX, LLC, referred to in these Articles of Organization as the "Company."

**ARTICLE II  
MAILING AND STREET ADDRESS**

The mailing address and street address of the principal office of the Company are as follows:

8240 Exchange Drive  
Suite Cloud 9  
Orlando, FL 32809

**ARTICLE III  
COMMENCEMENT OF COMPANY'S EXISTENCE**

In accordance with Section 608.439(4), Florida Statutes, the Company existence shall be deemed to have commenced on June 5, 2006, and it shall have perpetual existence.

**ARTICLE IV  
REGISTERED AGENT**

The address of the initial Registered Office and the Registered Agent at such address are as follows:

William R. Lowman, Jr., Esq.  
Shuffield, Lowman & Wilson, P.A.  
1000 Legion Place, Suite 1700  
Orlando, FL 32801

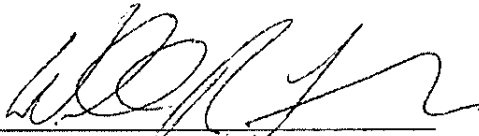
**ARTICLE V  
MANAGEMENT**

The Company is to be a manager-managed company. A manager may receive compensation for his or its services. The name and address of the initial manager are as follows:

Brett M. Kingstone  
8240 Exchange Drive  
Suite Cloud 9  
Orlando, FL 32809

**ARTICLE VI  
APPLICABLE LAW**

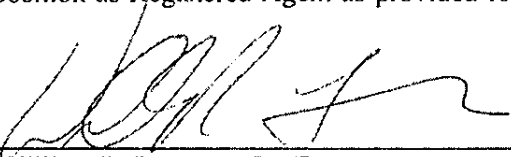
The Company is created pursuant to Chapter 608, Florida Statutes, and shall be governed by the laws of the State of Florida.

  
\_\_\_\_\_  
William R. Lowman, Jr., Esq., as  
Authorized Representative

**ACCEPTANCE OF DESIGNATION  
OF  
REGISTERED AGENT**

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned submits the following statement of acceptance of his designation as Registered Agent for the Company:

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 of the Florida Statutes.

  
\_\_\_\_\_  
William R. Lowman, Jr., Esq.