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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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PICK-UP

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MAIL

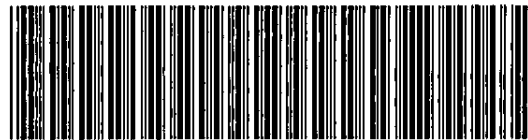
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400215141004

12/15/11--01009--009 **137.50

01/23/12--01030--001 **17.50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2012 JAN 23 PM 1:42

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T. CLINE

JAN 24 2012

EXAMINER



COPY

FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 16, 2011

JOHN W DEMPS, SR.
1650 ART MUSEUM DR, SUITE 11
JACKSONVILLE, FL 32207

SUBJECT: SIMBA INTERNATIONAL VENTURE CAPITAL, LLC
Ref. Number: W11000062762

We have received your document for SIMBA INTERNATIONAL VENTURE CAPITAL, LLC and your check(s) totaling \$137.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The form you submitted is for a Corporation, but your entity is a Limited Liability Company. Please complete and return the enclosed blank form(s).

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) 245-6901.

Pamela Smith
Regulatory Specialist II

Letter Number: 811A00028077

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Terrence L. Ivey, Attorney at Law

1650 Art Museum Drive, Suite 17
Jacksonville, Florida 32207

Telephone (904) 348-5677
Facsimile (904) 348-5626
terrence_ivey@bellsouth.net

January 17, 2012

VIA OVERNIGHT MAIL

Department of State
Division of Corporations
2661 Executive Center Circle
Tallahassee, Florida 32301

RE: SIMBA INTERNATIONAL VENTURE CAPITAL, LLC

Ref. Number: W11000062762

Conversion (Domestication) of Foreign LLC

Dear Sir/Madam:

Per your instructions, please find enclosed herewith an original Certificate of Conversion and Articles of Incorporation forms for the above-referenced limited liability company.

In addition, to the check in the amount of \$137.50 that was previously advanced to your office, please find enclosed a check in the amount of \$17.50 to cover the difference for payment of the remaining balance to cover the costs of the applicable fees for the conversion to: **SIMBA INTERNATIONAL VENTURE CAPITAL, LLC** as a Florida limited liability company.

Your prompt attention to this matter would be appreciated. Thank you in advance for your courtesy and cooperation in this matter.

Sincerely,


Terrence L. Ivey, Esquire
FOR THE FIRM

TLI/

Enclosures: as stated

Cc: John W. Demps, Sr.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SIMBA INTERNATIONAL VENTURE 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:

JOHN W. DEMPS, SR.

(Contact Person)

SIMBA INTERNATIONAL VENTURE CAPITAL, LLC

(Firm/Company)

1650 Art Museum Drive, Suite 11

(Address)

Jacksonville, FL 32207

(City, State and Zip Code)

johnmbs@yahoo.com

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

For further information concerning this matter, please call:

John W. Demps, Sr.

(Name of Contact Person)

at (904)

393-7993

(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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2012 JAN 23 PM 12:48

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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:

SIMBA INTERNATIONAL VENTURE CAPITAL, LLC MO9-157
(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a SIMBA INTERNATIONAL VENTURE CAPITAL, LLC.
(Enter entity type. Example: corporation, limited partnership,
general partnership, common law or business trust, etc.)

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

on December 7, 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:

FLORIDA

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

SIMBA INTERNATIONAL VENTURE CAPITAL, LLC
(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.)

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.

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TALLAHASSEE, FLORIDA

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Signed this 17 day of January 2012.

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: John W. Demps, Sr.

Title: MGRM

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: John W. Demps, Sr.

Title: Managing Member

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)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

SIMBA INTERNATIONAL VENTURE CAPITAL, 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:

Mailing Address:

1650 Art Museum Drive, Suite 11

1650 Art Museum Drive, Suite 11

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 W. Demps, Sr.

Name

1650 Art Museum Drive, Suite 11

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

Jacksonville

FL 32207

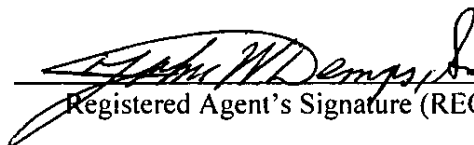
City, State, and Zip

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TALLAHASSEE, FLORIDA

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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)

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

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

Title:

Name and Address:

"MGR" = Manager

"MGRM" = Managing Member

MGRM

John W. Demps, Sr.
1650 Art Museum Drive, Suite 11
Jacksonville, FL 32207

MGR

Simon K. Nyagah
1650 Art Museum Drive, Suite 11
Jacksonville, FL 32207

MGR

Wambugu Thou
38 5th Street
Fords, New Jersey, 08863

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____
(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.)

John W. Demps, Sr.

Typed or printed name of signer

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA