

L130000 43448

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

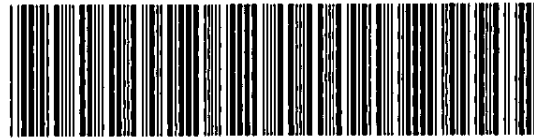
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Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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DIVISION OF CORPORATIONS  
13 MAR 21 PM 3:40

NO

5013-13925

MAR 22 2013  
T. HAMPTON

**Harry A. Jones**  
Member



t: 321.984.2700  
f: 321.723.4092  
e: [hjones@mjlandl.com](mailto:hjones@mjlandl.com)  
[www.mjlandl.com](http://www.mjlandl.com)

**McClelland Jones** LLC  
ATTORNEYS AT LAW

March 5, 2013

Secretary of State  
Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32301

Re: Certificate of Conversion and Articles of Organization of  
A.C.T. (U.S.A.) INTERNATIONAL, L.L.C.

Dear Sir/Madam:

Enclosed find an original and one copy of Certificate of Conversion and Articles of Organization for the above-captioned Limited Liability Company, together with check in the sum of \$150.00 (\$25.00 for the Certificate of Conversion and \$125.00 for the Articles of Organization) to cover your filing fees.

Please contact the undersigned at the e-mail address noted above or by calling (321) 427-7508 if you require any different or additional documents to complete this filing.

Thank you for your assistance in this matter.

Very truly yours,

Harry A. Jones



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

RECEIVED  
13 MAR 21 AM 6:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

March 11, 2013

HARRY A JONES  
MCCLELLAND JONES LLC  
1901 S HARBOR CITY BLVD - STE 500  
MELBOURNE, FL 32901

SUBJECT: A.C.T. (U.S.A.) INTERNATIONAL, LLC  
Ref. Number: W13000013925

We have received your document for A.C.T. (U.S.A.) INTERNATIONAL, LLC. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$150.00. Your document will be retained in our pending file. Please return a copy of this letter to ensure that your check is properly credited.

Please return 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) 245-6051.

Tammy Hampton  
Regulatory Specialist II

Letter Number: 413A00005693

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

Pursuant to Section 607.1112, Florida Statutes, the following incorporated business formerly doing business as a Florida Corporation hereby submits the attached Articles of Organization and this Certificate of Conversion to convert to a Florida Limited Liability Company:

First: The name of the incorporated business immediately prior to filing this document was:

**A.C.T. (U.S.A.) INTERNATIONAL CORPORATION - 794000064670**

Second: The date on which and the jurisdiction in which the incorporated business was first created or otherwise came into being are:

- A. Date: **September 1, 1994**
- B. Jurisdiction: **Florida**

Third: The name of the Limited Liability Company as set forth in the attached Articles of Organization is:

**A.C.T. (U.S.A.) INTERNATIONAL, LLC**

Fourth: 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 F.S. 607.1113, in effecting the conversion.

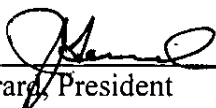
Fifth: The Corporation currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

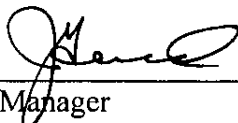
**IN WITNESS WHEREOF**, the undersigned members do make and file this Certificate of Conversion and attached Articles of Organization, hereby declaring and certifying that the facts herein stated are true and hereunto set their hand and seal this 5th day of March, 20


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A.C.T. (U.S.A.) INTERNATIONAL CORPORATION

A.C.T. (U.S.A.) INTERNATIONAL, LLC

  
Jerry Gerard, President

  
Jerry Gerard, Manager

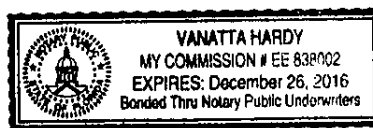
  
Jerry Gerard, Resident Agent

STATE OF FLORIDA  
COUNTY OF BREVARD

**I HEREBY CERTIFY** that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, Jerry Gerard appeared in the respective capacities set forth above, and he acknowledged executing the foregoing instrument freely and voluntarily under authority duly vested in him. Said person [ X ] is personally known to me or [ ] presented drivers license as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 5th day of March, 2013.

  
Notary Public  
My Commission Expires:



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**ARTICLES OF ORGANIZATION  
OF A.C.T. (U.S.A.) INTERNATIONAL, LLC**

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The undersigned subscriber to these Articles of Organization and intending to form and create a Limited Liability Company pursuant to the statutes of the State of Florida does hereby state and certify the following:

I.

The name of the Limited Liability Company shall be A.C.T. (U.S.A.) INTERNATIONAL, LLC

II.

The mailing and street address of the Limited Liability Company and its principal office is: 1672 WEST HIBISCUS BLVD., MELBOURNE, FL 32901.

III.

The name and street address of the initial registered agent of the Limited Liability Company in the State of Florida is JERRY GERARD, 1672 WEST HIBISCUS BLVD., MELBOURNE, FL 32901.

IV.

The Limited Liability Company shall be managed by one or more Managers designated by the Members and the activities of the Limited Liability Company shall be conducted as a Manager-managed company in accordance with the terms of the Limited Liability Company Operating Agreement.

V.

The name and address of the Initial Managers of the Limited Liability Company are as follows:

JERRY GERARD

1672 WEST HIBISCUS BLVD.,  
MELBOURNE, FL 32901

SHARLENE EDLIN-GERARD

1672 WEST HIBISCUS BLVD.,  
MELBOURNE, FL 32901

VI.

The Limited Liability Company shall be initially organized with two (2) Members. The name and address of the Initial Members of the Limited Liability Company are:

JERRY GERARD

1672 WEST HIBISCUS BLVD.,  
MELBOURNE, FL 32901

SHARLENE EDLIN-GERARD

1672 WEST HIBISCUS BLVD.,  
MELBOURNE, FL 32901

VII.

The Limited Liability Company shall have the right to add additional members according to the terms of the Limited Liability Company Operating Agreement.

VIII.

This Limited Liability Company shall exist perpetually.


IN WITNESS WHEREOF, the undersigned, in their respective capacities as initial members and initial managers for the purpose of forming a Limited Liability Company under the laws of the State of Florida, do make and file these Articles of Organization, hereby declaring and certifying that the facts herein stated are true and hereunto set their hands and seal this 5th day of March, 2013.

Initial Members:

  
JERRY GERARD

  
SHARLENE EDLIN-GERARD

Initial Managers:

  
JERRY GERARD

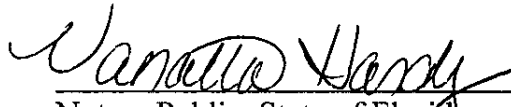
  
SHARLENE EDLIN-GERARD

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STATE OF FLORIDA  
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared. JERRY GERARD and SHARLENE EDLIN-GERARD known to me to be the persons who executed the foregoing Articles of Organization, and acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed, as Initial Members and Initial Managers.

WITNESS my hand and official seal this 5th day of March, 2013.

  
\_\_\_\_\_  
Notary Public, State of Florida  
My Commission Expires:



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DIVISION OF CORPORATIONS  
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STATEMENT OF DESIGNATION AND ACCEPTANCE  
OF INITIAL REGISTERED AGENT AND REGISTERED OFFICE OF


A.C.T. (U.S.A.) INTERNATIONAL, LLC

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned hereby files this statement of the designation and acceptance of the initial registered agent of the Limited Liability Company.

The street address of the initial registered office of this Limited Liability Company is 1672 WEST HIBISCUS BLVD., MELBOURNE, FL 32901, and the name of the initial registered agent of this Limited Liability Company at that address is JERRY GERARD.

DATED this 5th day of March, 2013.

A.C.T. (U.S.A.) INTERNATIONAL, LLC



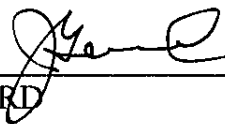
JERRY GERARD, MANAGER



SHARLENE EDLIN-GERARD, MANAGER

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I hereby accept appointment as the registered agent of A.C.T. (U.S.A.) INTERNATIONAL, LLC at the initial registered office of the Limited Liability Company at 1672 WEST HIBISCUS BLVD., MELBOURNE, FL 32901.



JERRY GERARD

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