

L15000111367

(Requestor's Name)

(Address)

(Address)

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(Business Entity Name)

(Document Number)

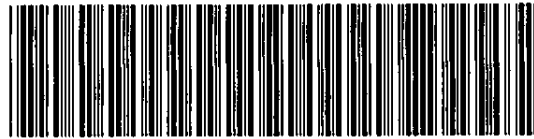
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Courtney gave permission
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JUL 02 2015

T SCHROEDER

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 693206 4320229

AUTHORIZATION :

[Signature]

COST LIMIT : \$ 150.00

ORDER DATE : July 1, 2015

ORDER TIME : 3:35 PM

ORDER NO. : 693206-005

CUSTOMER NO: 4320229

DOMESTIC AMENDMENT FILING

NAME: GFT HOLDINGS INC.

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: Courtney Williams -- EXT# 62935

EXAMINER'S INITIALS: _____

**CERTIFICATE OF CONVERSION
FOR
FLORIDA PROFIT CORPORATION
INTO
"OTHER BUSINESS ENTITY"
FOR
GFT HOLDINGS INC.
815-52614**

Pursuant to s.607.1113 of the Florida Statutes, including the acts amendatory thereof, Guardian Fueling Technologies, Inc., a Florida corporation, submits the following Certificate of Conversion:

FIRST: The name of the Florida Profit Corporation converting into the "Other Business Entity" immediately prior to the filing of the Certificate of Conversion is GFT Holdings Inc. (the "Company").

SECOND: The name of the "Other Business Entity" is GFT Holdings LLC

THIRD: The "Other Business Entity" is a limited liability company organized and formed under the laws of the State of Florida.

FOURTH: The above referenced Florida Profit Corporation has converted into an "Other Business Entity" in compliance with Chapter 607, F.S., and the conversion complies with the applicable laws governing the "Other Business Entity."

FIFTH: The plan of conversion was approved by the converting Florida Profit Corporation in accordance with Chapter 607, F.S.

SIXTH: The written consent of each shareholder who, as a result of the conversion, is now a member of the surviving entity was obtained pursuant to s. 607.1112(6), F.S.

SEVENTH: This Conversion shall be effective under the laws of Florida on July 2, 2015.

EIGHTH: The "Other Business Entity's" principal office address is 9452 Philips Highway, Suite 5, Jacksonville, Florida 32256.

NINTH: The "Other Business Entity" has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under ss. 607-1301-607.1333, F.S.

[Signature Pages Follow]

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IN WITNESS WHEREOF, the undersigned hereby execute this Certificate of Conversion
on July 2, 2015.

GFT HOLDINGS INC.

By: 

Joey D. Batchelor, Chief Executive Officer
and President

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ARTICLES OF ORGANIZATION
OF
GFT HOLDINGS LLC
(A Florida Limited Liability Company)
Pursuant to the provisions of the Revised Florida Limited Liability Act

ARTICLE I
NAME

The name of the limited liability company is GFT Holdings, LLC.

ARTICLE II
ADDRESS

The mailing address and street address of the principal office of the limited liability company is 75 14th Street, Suite 2800, Atlanta, Georgia 30309.

ARTICLE III
INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the limited liability company's initial registered agent and registered office State of Florida is Corporation Service Company and the initial registered address of the Corporation in the State of Florida is 1201 Hays Street, Tallahassee, Florida 32301.

The written acceptance of the said initial registered agent, as required by the provisions of Section 605.0201(c) of the Florida Business Corporation Act, is set forth following the signature of the President and Chief Executive Officer of the Company and is made a part of these Articles of Incorporation.

ARTICLE IV
MANAGEMENT

The limited liability company shall be managed by the following managers and is therefore a manager-managed company and shall have the following officers:

Christopher Durham
Manager, Vice President and Assistant Secretary
5665 New Northside Drive, Suite 550
Atlanta, GA 30328

Peter Durham
Manager, Vice President and Assistant Secretary
5665 New Northside Drive, Suite 550

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Atlanta, GA 30328

Simeon Wallis
Manager, Vice President and Assistant Secretary
485 Madison Avenue, 7th Floor
New York, NY 10022

Dominic Mazzone
Manager, Vice President and Assistant Secretary
75 14th Street NE, Suite 2800
Atlanta, GA 30309

George Pfeil
Manager, Vice President and Assistant Secretary
75 14th Street NE, Suite 2800
Atlanta, GA 30309

Joey D. Batchelor
Manager, Executive Vice President
9452 Phillips Highway, Suite 5
Jacksonville, FL 32256

Joseph Cheek
Manager, Vice President
9452 Phillips Highway, Suite 5
Jacksonville, FL 32256

Patrick Reese
Chief Financial Officer, and Treasurer
9452 Phillips Highway, Suite 5
Jacksonville, FL 32256

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ARTICLE V
EFFECTIVE DATE

The effective date of these Articles of Organization is July 2, 2015.

Joseph Cheek
Manager
9452 Phillips Highway, Suite 5
Jacksonville, FL 32256

Wendy O. Hamilton
Manager
9452 Phillips Highway, Suite 5
Jacksonville, FL 32256

Patrick Reese
Manager, Chief Financial Officer and Secretary
9452 Phillips Highway, Suite 5
Jacksonville, FL 32256

ARTICLE V
EFFECTIVE DATE

~~The effective date of these Articles of Organization is June 30, 2015.~~

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 1st day of July, 2015.



Joey D. Batchelor, Chief Executive Officer and
President

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[Articles of Organization of GFT, LLC]

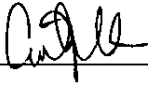
**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of the Revised Florida Limited Liability Company Act, the undersigned submits the following statement in accepting the designation as registered agent of GFT Holdings LLC, a Florida limited liability company (the "Company") in the Company's Articles of Organization:

Having been named registered agent and to accept service of process for the Company at the registered office designated in the Company's Articles of Organization, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this ____ day of July 2015.

Corporation Service Company


Print Name: Courtney Williams
Registered Agent Asst. Vice President

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