

DEC-28-2015 MON 04:00

12/28/2015

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Division of Corporations
(((H15000304460 3)))

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)617-6381

From:

Account Name : WARD, DAMON & POSNER, P.A.
Account Number : 072262000447
Phone : (561)842-3000
Fax Number : (561)842-3626

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: CWord@warddamon.com

FLORIDA LIMITED LIABILITY CO.
OH GEAR LLC

Certificate of Status	0
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Page Count	7
Estimated Charge	\$125.00

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15 DEC 28 PM 4:30
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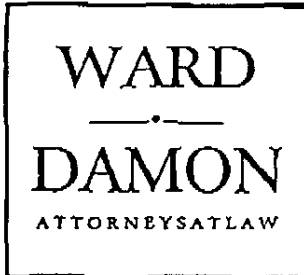
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4420 BEACON CIRCLE
WEST PALM BEACH, FL 33407
Tel: (561) 842-3000
Fax: (561) 842-3626
www.warddamon.com

Cathleen D. Ward, Attorney at Law
cward@warddamon.com

December 28, 2015

Via Fax

Florida Secretary of State
Division of Corporations

Re: Formation of Florida Limited Liability Company
OH GEAR LLC

Dear Sir/Madame:

* I am an attorney with Ward Damon, PL, and the firm represents OH GEAR LLC. At present, OH GEAR LLC is a foreign limited liability company (M14000006963), formed under the laws of the State of Tennessee. The purpose of this letter is to explain our intent in forming OH GEAR LLC as a Florida limited liability company. Upon the filing of this new Florida limited liability company, to be effective January 1, 2015, the Tennessee entity will merge with and into the Florida limited liability company, and the Tennessee limited liability company will no longer exist. I am providing you with this information so that this filing process will proceed and not be delayed or interrupted due to an unwarranted rejection status.

A copy of the entity detail for the Tennessee LLC is attached to this letter. Should you have any questions, please feel free to contact me by phone, email or fax.

Thank you for your attention regarding this matter.

Very truly yours,

A handwritten signature in black ink, appearing to read "C. Ward".

Cathleen D. Ward, Attorney at Law

CDW/de

((H15000304460 3)))

Fax Audit No.: (((H15000304460 3)))

**ARTICLES OF ORGANIZATION
OF
OH GEAR LLC**

THE UNDERSIGNED, pursuant to the Florida Revised Limited Liability Company Act, adopts the following Articles of Organization for such Limited Liability Company:

ARTICLE I - NAME

The name of this Limited Liability Company is:

OH GEAR LLC

ARTICLE II - DURATION

The duration of this Limited Liability Company is perpetual.

ARTICLE III - PURPOSE

The purpose for which this Limited Liability Company is organized is to engage in any lawful act or activities for which limited liability companies may be organized under the laws of the State of Florida.

ARTICLE IV - MAILING ADDRESS OF LIMITED LIABILITY COMPANY

The mailing address of the business of this Limited Liability Company is 600 Capital St., Unit A, Jupiter, FL 33458 and the principal place of business of this Limited Liability Company is 600 Capital St., Unit A, Jupiter, FL 33458.

ARTICLE V - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of this Limited Liability Company's initial registered office in Florida is 4420 Beacon Circle, West Palm Beach, Florida 33407 and the name of its initial registered agent at that address is Ward Damon Business Services, LLC.

Prepared by: Ward Damon, PL
4420 Beacon Circle
West Palm Beach, Florida 33407
Phone: 561/842-3000

Fax Audit No.: (((H15000304460 3)))

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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WARD DAMON

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ARTICLE VI - EFFECTIVE DATE SECRETARY OF STATE
TALLAHASSEE FLORIDA

The effective date shall be January 1, 2016.

ARTICLE VII- MANAGEMENT

The Limited Liability Company is to be managed by one or more managers and is therefore a manager - managed limited liability company. The names and addresses of the initial manager is as follows:

Eric Gioia 600 Capital St., Unit A
Jupiter, FL 33458

DATED this 28th day of December, 2015.

By: 

Cathleen D. Ward, Authorized Representative

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for OH GEAR LLC, at the initial registered office of the Limited Liability Company in this State designated in its Articles of Organization, 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 605, Florida Statutes.

Dated this 28th day of December 2015.

Ward Damon Business Services, LLC

By: 

Philip H. Ward, III, Manager
4420 Beacon Circle, FL 33407
West Palm Beach, FL 33407

Prepared by: Ward Damon, PL
4420 Beacon Circle
West Palm Beach, Florida 33407
Phone: 561/842-3000

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