

LT Fee 141043

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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☐ MAIL

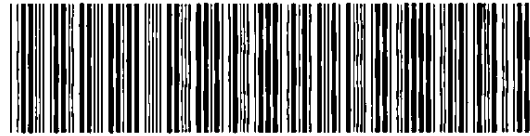
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Railport Services, Inc.
(Name of Resulting Florida Limited Company)

The enclosed Articles 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. 605.1045, F.S.

Please return all correspondence concerning this matter to:

Austin Ericson
(Contact Person)

McDermott Will & Emery LLP
(Firm/Company)

333 Avenue of the Americas # 4500
(Address)

Miami, FL 33131
(City, State and Zip Code)

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

For further information concerning this matter, please call:

Austin A Ericson at (305) 358 3500
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount: (All checks processed by this office must be payable in US dollars and drawn on a bank located in the United States)

<input checked="" type="checkbox"/> \$150.00 Filing Fees (\$25 for Conversion & \$125 for Articles of Organization)	<input type="checkbox"/> \$155.00 Filing Fees and Certificate of Status	<input type="checkbox"/> \$180.00 Filing Fees and Certified Copy	<input type="checkbox"/> \$185.00 Filing Fees. Certified Copy, and Certificate of Status
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STREET ADDRESS:
New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
New Filing Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

ARTICLES OF CONVERSION

for

RAILPORT SERVICES, INC.,
a Florida corporation

into

RAILPORT SERVICES, LLC,
a Florida limited liability company

In accordance with Section 605.1045 of the Florida Revised Limited Liability Company Act, the following Articles of Conversion (these "Articles") are submitted to convert **RAILPORT SERVICES, INC.**, a Florida corporation, into **RAILPORT SERVICES, LLC**, a Florida limited liability company:

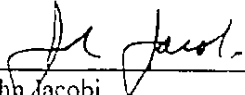
1. The name of the "Other Business Entity" immediately prior to the filing of these Articles is Railport Services, Inc.
2. The "Other Business Entity" is a corporation first incorporated under the Florida Business Corporation Act on January 29, 2009.
3. The name of the Florida Limited Liability Company as set forth in the Articles of Organization attached hereto as Exhibit A is Railport Services, LLC.
4. These Articles shall be effective as of 11:54 PM Eastern Time on the 30th day of June 2017.
5. The plan of conversion has been approved in accordance with Sections 607.1112-607.1114 of the Florida Business Corporation Act.

[Signatures appear on following page]

IN WITNESS WHEREOF, the undersigned have executed these Articles of Conversion of Railport Services, Inc. as of the date first set forth above.

OTHER BUSINESS ENTITY:

RAILPORT SERVICES, INC.

By: 
Name: John Jacobi
Title: Vice President

LIMITED LIABILITY COMPANY:

RAILPORT SERVICES, LLC

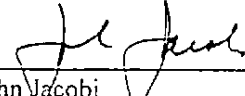
By: 
Name: John Jacobi
Title: Vice President

EXHIBIT A
ARTICLES OF ORGANIZATION

(see attached)

ARTICLES OF ORGANIZATION

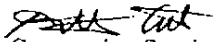
OF

RAILPORT SERVICES, LLC

These Articles of Organization of Railport Services, LLC, are being executed and filed by each of the undersigned, as the organizer and sole member, for the purpose of organizing a limited liability company under the Florida Revised Limited Liability Company Act.

1. The name of the limited liability company is Railport Services, LLC.
2. The mailing address and street address of the principal office of the limited liability company is 4500 Salisbury Road, Suite 305, Jacksonville, FL 32216.
3. The name and the Florida street address of the registered agent are Corporation Service Company, 1201 Hays St., Tallahassee, FL 32301.

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 605, F.S.


/s/ Corporation Service Company
Registered Agent's Signature *Dwight Cogges*

4. The name and address of the sole member is Sunteck, Inc., 4500 Salisbury Road, Suite 305, Jacksonville, FL 32216. Such sole member is authorized to manage and control the limited liability company.
5. These Articles of Organization shall become effective as of *June 30th 2017*

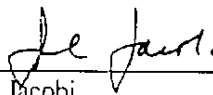
(In accordance with section 605.0203 (1) (b), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has executed and delivered these Articles of Organization.

MEMBER:

SUNTECK, LLC

By: 
Name: John Jacobi
Title: Vice President