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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

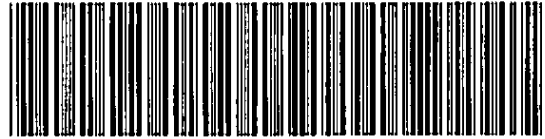
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12-07-21 12:00 PM

5-4-21



April 30, 2021

VIA HAND DELIVERY

ATTN: Ms. Tammi Cline, Supervisor
Bureau of Commercial Recording
Division of Corporations
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Re: Articles of Conversion for CDG Equity, LLC and G8 Equity, LLC Subsidiaries

Dear Ms. Cline:

Per our communications this week, please find enclosed for filing with the Division:

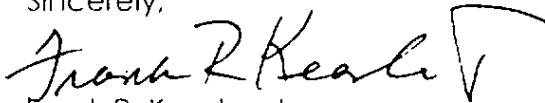
1. Articles of Conversion for **CDG Equity, LLC** and the Articles of Incorporation for the "Converted Entity". These enclosures are being "redelivered" for filing with the Florida Division of Corporations having been mailed originally to the Division on March 25, 2021.
2. Articles of Conversion for **MainStreet Advisors, Inc.** and the Articles of Organization for the Converted Entity;
3. Articles of Conversion for **Residential Movement Corp** and the Articles of Organization for the Converted Entity;
4. Articles of Conversion for **24ENT, Inc.** and the Articles of Organization for the Converted Entity;
5. Articles of Conversion for **Ceecrets, Inc.** and the Articles of Organization for the Converted Entity;
6. Articles of Conversion for **Haul Broker, Inc.** and the Articles of Organization for the Converted Entity;
7. Articles of Conversion for **NEWZKAST, Inc.** and the Articles of Organization for the Converted Entity; and
8. Articles of Conversion for **STAFFMERGE, Inc.** and the Articles of Organization for the Converted Entity.

The enclosed eight (8) Articles of Conversion and the enclosed Articles of Incorporation referenced in ¶1. above and the separate Articles of Organization for ¶¶2 through 8, were adopted by the written action of each company which was approved by 100% of the respective voting shareholder and member interests therein and thereof.

Also, enclosed is our Company's check No. 931 in the amount of \$1652.50 representing the filing fees for the enclosed Articles of Conversion and the respective Articles of Incorporation and Articles of Organization thereof. These funds are also for the costs of a Certified Copy of each of the filed Articles of Conversion and a Certified Copy of each of the Articles of Incorporation and Articles of Organization, all as filed with the Secretary of State. A Fee Summary Schedule is also enclosed for your reference on our calculations of the costs to file the enclosed Articles of Conversion for the above named "Converting" entities, and to file the new "organic law" for the respective "Converted Entity".

If you have any questions and/or need additional information, please do not hesitate to contact me. Thank you so much Tammi for your stellar assistance in this matter.

Sincerely,



Frank R. Keasler, Jr.
G8 Equity, LLC
Chief Strategy Officer

Enclosures:

8 Articles of Conversion
1 Articles of Incorporation
7 Articles of Organization
G8E Check for Filing Fees
Fee Summary Schedule

c: Cedric D. Griffin, CEO
G8 Equity, LLC

NEWZKAST, INC.

ARTICLES OF CONVERSION to DOMESTIC LIMITED LIABILITY COMPANY

STATE OF FLORIDA
COUNTY OF DUVAL

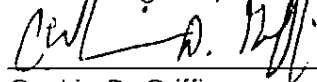
BEFORE ME, the undersigned authority appeared Cedric D. Griffin., the Sole Shareholder of NEWZKAST, Inc., a Florida domestic corporation, (the "Converting Corp") and who is the Sole Member of NEWZKAST, LLC, a Florida domestic limited liability company (the "Converted Entity"), and Frank R. Keasler, Jr., so appeared before me as the Manager of Le'Cirdec RAM Services, LLC, the Manager of the Converted Entity, who being by me first duly sworn, deposes and says:

1. Pursuant to F.S. 607.11931 a Plan of Conversion (the "Plan") which converted a Florida domestic corporation into the Converted Entity was approved in accordance with its organic law.
2. Pursuant to F.S. 607.11933(1)(a) the name of the Converting Corp immediately prior to the filing of these Articles of Conversion is NEWZKAST, Inc., a Florida domestic corporation.
3. Pursuant to F.S. 607.11933(1)(a) the Converting Corp has been converted into the Florida Limited Liability Company known as NEWZKAST, LLC.
4. Pursuant to F.S. 607.11933(1)(c)1., the Plan was approved in accordance with Chapter 607 F.S.
5. Pursuant to F.S. 607.11933(1)(d)1., the text of the Articles of Organization for the Converted Entity is attached as **Exhibit "A"**.
6. Pursuant to F.S. 607.11933(3) and F.S. 605.1045(2)(h) the effective time and date the conversion under the Articles of Conversion, is 12:01 AM, May 1st, 2021.
7. Pursuant to F.S. 607.11935 and F.S. 605.1046 and when the conversion takes effect:
 - I. The Converted Entity is organized under and subject to Chapter 605 Florida Statutes and is the same entity without interruption as the Converting Corp;
 - II. All property of the Converting Corp continues to be vested in the Converted Entity without transfer, reversion, or impairment;
 - III. All debts, liabilities, and other obligations of the Converting Corp continue as obligations of the Converted Entity;
 - IV. Except as otherwise provided by law or the Plan, all the rights, privileges, immunities, powers, and purposes of the Converting Corp remain in the Converted Entity;
 - V. The name of the Converted Entity may be substituted for the name of the Converting Corp in any pending action or proceeding;
 - VI. The provisions of the organic laws of the Converted Entity which are in a record which was approved as part of the Plan are effective;
 - VII. The conversion does not discharge any shareholder liability to the extent the shareholder liability arose before the conversion became effective.
 - VIII. No person shall have shareholder liability for any debt, obligation, or other liability that arises after the conversion becomes effective except as shall occur pursuant to the specific terms of such post conversion debt, obligation or other liability; and
 - IX. The conversion does not require the Converting Corp to wind up its affairs and does not constitute or cause the dissolution of that entity.

SIGNATURES FOLLOW ON NEXT PAGE

SOLE SHAREHOLDER

Converting Corp

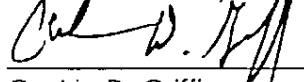


Cedric D. Griffin

Effective Date: April 30, 2021

SOLE MEMBER

Converted Entity



Cedric D. Griffin

Effective Date: April 30, 2021

MANAGER

Converted Entity



Le'Cirdec RAM Services, LLC

By: Frank R. Keasler, Jr.

Its: Manager

Effective Date: April 30, 2021

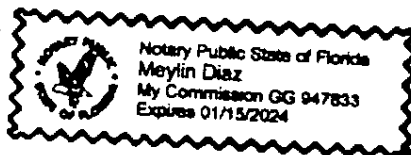
**STATE OF FLORIDA
COUNTY OF DUVAL**

The foregoing was acknowledged before me this 30 day of April 2021, by **Cedric D. Griffin**, the Sole Shareholder of NEWZKAST, Inc. and the Sole Member of NEWZKAST, LLC, and so acknowledged by **Frank R. Keasler, Jr.**, as the Manager of Le'Cirdec RAM Services, LLC, the Manager of the Converted Entity, and who are known personally to me or who produced identification.

Notary Public, State of Florida at Large

Notary's Name:

My commission expires:



As to Cedric D. Griffin

☒ Known Personally or

☐ Produced _____ as identification.

As to Frank R. Keasler, Jr.

☒ Known Personally or

☐ Produced _____ as identification.

**ARTICLES OF ORGANIZATION
of
NEWZKAST, LLC**

I. Name

The name of the limited liability company is **NEWZKAST, LLC** (the "Company").

II. Duration

The Company shall have perpetual existence or until dissolved in a manner provided by law, or as provided in the operating agreement of the Company as adopted by the Member(s), from the date of filing of these Articles of Organization with the Secretary of State of the State of Florida.

III. Purpose for Organization

The Company shall enjoy unlimited power to engage in and do any lawful act concerning any or all lawful business for which limited liability companies may be organized according to the laws of the State of Florida, excluding banking and insurance, including all powers and purposes now and hereafter enabled and allowed under Chapter 605, Florida Statutes, or otherwise permitted by law for a limited liability company.

IV. Company Address

The mailing address and street address of the principal office of the Company is 9424 Baymeadows Road, Suite 110, Jacksonville, FL 32256, USA.

V. Registered Agent, Registered Office and Registered Agent's Signature

The name and street address of the initial registered agent of the Company is Le'Cirdec RAM Services, LLC, and 9424 Baymeadows Road, suite 110, Jacksonville, FL 32256.

Having been named as registered agent and to accept service of process for the Company at the place designated in this certificate, Le'Cirdec RAM Services, LLC hereby accepts the appointment as registered agent and agrees to act in this capacity. Such named Registered Agent further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties and is familiar with and accepts the obligation of its position as registered agent as provided for in Chapter 605, Florida Statutes.

Le'Cirdec RAM Services, LLC

By: Frank R. Keasler, Jr.

Its: Manager

VI. Company Management

The Company is a manager-managed company. The Manager of the Company is Le'Cirdec RAM Services, LLC.

VII. Other Provisions

Other provisions for the regulation of the internal affairs of the Company are as follows:

- 7.1 The Company shall indemnify a party joined in a proceeding because of being a Manager, Member, officer, organizer, employee or agent of the Company, and against liability asserted in the proceeding, if:
 - I. All conduct was in good faith;
 - II. The conduct was not opposed to the Company's best interest; and
 - III. In any criminal proceeding said individual is acquitted.
- 7.2 Indemnification shall also be provided for any individual's conduct with respect to any employee benefit plan if the Manager(s) reasonably determine(s) such conduct was in the long-term interests of the participants in and beneficiaries of such plan.

- 7.3 The Company may pay for or reimburse the reasonable expenses incurred by a Manager, Member, officer, organizer, employee or agent of the Company who is a party to a proceeding in advance of final disposition of the proceeding if:
- I. The individual furnishes the Company a written affirmation that the standard of conduct described herein was met; and
 - II. The individual furnishes the Company a signed written instrument executed personally to repay the advance or reimbursement if it is ultimately determined such conduct did not meet the required standard of conduct.
- 7.4 The indemnification and advance of expenses authorized herein shall not be exclusive to any other rights to which any Manager, Member, officer, organizer, employee or agent may be entitled under any regulation, agreement, and vote of disinterested Members or otherwise. These Articles of Organization shall not be interpreted to limit all indemnification or rights to advancement for expenses of an individual who may otherwise be entitled thereto. These Articles of Organization shall be interpreted as allowing indemnification and advancement of expenses to the extent permitted by law.

IN WITNESS WHEREOF, these Articles of Organization of NEWZKAST, LLC, have been executed by the Company and its Sole Member to be effective as of the 1st day of May, 2021.

VIII. Effective Date

Pursuant to §605.0207 Florida Statutes the effective date of these Articles of Organization shall be and are effective as of 12:01 A.M. May 1, 2021.

The undersigned Member of the Company executed these Articles of Organization for the purpose of establishing this Company pursuant to a Plan of Conversion adopted by NEWZKAST, Inc. ("NK") and Articles of Conversion were filed with the Florida Secretary of State and thereby replacing the original Articles of Incorporation filed originally by SM. These Articles of Organization are hereby filed under the laws of the State of Florida, and the undersigned original and former sole shareholder of NK and as a continuing Member to and of this Company, does hereby affirm the Company's approval of the Plan and the Member of this Company makes, acknowledges and files in this office of the Secretary of State, State of Florida, these Articles of Organization to be effective as of May 1, 2021 and as of such date replace the Articles of Incorporation filed originally by NK and therewith to be, in substitution of said NK Articles of Incorporation, the basis for the original and future organic law of this Company.

The Company by and through its Manager and sole Member does certify the facts herein stated are true and correct.

NEWZKAST, LLC

By: Le'Cirdec RAM Services, LLC

Its: Manager

Through: Frank R. Keasler, Jr.

Its: Manager

Effective Date: May 1, 2021

MEMBER

Cedric D. Griffin

42,500 Class A Voting Units

Effective Date: May 1, 2021

**STATE OF FLORIDA
COUNTY OF DUVAL**

The foregoing was acknowledged before me this ____ day of April 2021, by **Cedric D. Griffin**, the Sole Member of NEWZKAST, LLC, and so acknowledged by **Frank R. Keasler, Jr.**, as the Manager of Le'Cirdec RAM Services, LLC, the Manager of the Converted Entity, and who are known personally to me or who produced identification.

Notary Public, State of Florida at Large
Notary's Typed or Printed Name:
My Commission Expires:

As to Cedric D. Griffin

_____ Known Personally or

_____ Produced _____ as identification.

As to Frank R. Keasler, Jr.

_____ Known Personally or

_____ Produced _____ as identification.

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Le'Cirdec RAM Services, LLC

By: Frank R. Keasler, Jr.

Its: Manager

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NEWZKAST, LLC

By: Le'Cirdec RAM Services, LLC

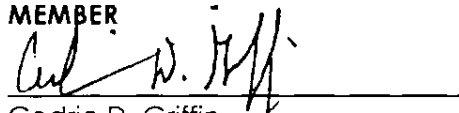
Its: Manager

Through: Frank R. Keasler, Jr.

Its: Manager

Effective Date: May 1, 2021

MEMBER



Cedric D. Griffin

42,500 Class A Voting Units

Effective Date: May 1, 2021

STATE OF FLORIDA
COUNTY OF DUVAL

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Notary Public, State of Florida of Large
Notary's Typed or Printed Name:
My Commission Expires:



As to Cedric D. Griffin

☒ Known Personally or

____ Produced _____ as identification.

As to Frank R. Keasler, Jr.

☒ Known Personally or

____ Produced _____ as identification.