

L23000378342

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(Address)

(Address)

(City/State/Zip/Phone #)

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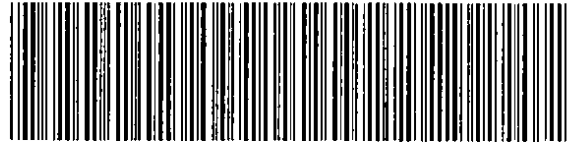
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Ground Zero Crypto, LLC

(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:

Magda Montague

(Contact Person)

Montague Law

(Firm/Company)

5422 First Coast Highway, Suite 125

(Address)

Fernandina Beach, FL 32034

(City, State and Zip Code)

magda@montague.law

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

For further information concerning this matter, please call:

Magda Montague

at (863) 5134362

(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)

☐ \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization)

☒ \$155.00 Filing Fees
and Certificate of
Status

☐ \$180.00 Filing Fees
and Certified Copy

☐ \$185.00 Filing Fees,
Certified Copy, and
Certificate of Status

Mailing Address:

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

Street Address:

New Filing Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

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TALLAHASSEE, FL

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ARTICLES OF CONVERSION

converting

Ground Zero Crypto, LLC
a Maryland limited liability company

to

Ground Zero Crypto, LLC
A Florida limited liability company

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TALLAHASSEE, FL

THIS IS TO CERTIFY THAT:

Article I

Ground Zero Crypto, LLC is a Maryland limited liability company formed on February 18, 2022 (the “**Converting LLC**”) and, by virtue of these Articles of Conversion, is converting (the “**Conversion**”) to Ground Zero Crypto, LLC, a Florida limited liability company formed under the laws of the State of Florida (the “**Converted LLC**”), on the terms and conditions set forth herein.

Article II

The terms and conditions of the Conversion were advised, authorized, and approved by the Converting LLC in the manner and by the vote required by Md. Code Ann., Corps. & Ass’ns § 4A-1102.

Article III

The terms and conditions of the Conversion were advised, authorized, and approved by each member of the Converting LLC as required by Fla. Stat. Ann. § 605.1045(2)(c).

Article IV

The version of these Articles of Conversion that is filed with the Florida Department of State will be accompanied by the Converted LLC’s Articles of Organization, attached as **Exhibit 1**, as required by Fla. Stat. Ann. § 605.1045(2)(d).

Article V

There are four (4) members of the Converting LLC. Each member owns an equal membership interest. As such, the Converted LLC shall issue four (4) equal membership interests, and the members of the Converting LLC shall each receive one (1) membership interest in the Converted LLC.

Upon the completion of the Conversion in accordance with the Maryland General Corporation Law ("MGCL") and the Florida Revised Limited Liability Company Act ("FRLCA"), the Converted LLC shall continue as the same entity as the Converting LLC, and the Conversion will have the effects set forth herein and in the MGCL and the FRLCA.

Article VI

The principal office of the Converted LLC shall be located at 5422 First Coast Highway, Suite 116, Fernandina Beach, Florida 32034.

Article VII

The registered agent in the State of Maryland for the Converted LLC shall be Registered Agents, Inc., 5000 Thayer Center, Suite C, Oakland, Maryland 21550.

Article VIII

These Articles of Conversion shall become effective on July 21, 2023.

Article IX

The undersigned acknowledges these Articles of Conversion to be the act and deed of the Converting LLC and, further, as to all matters or facts required to be verified under oath, the undersigned acknowledges that, to the best of their knowledge, information and belief, these matters and facts relating to the Converting LLC are true in all material respect and this statement is made under the penalties of perjury.

IN WITNESS WHEREOF, the undersigned have duly executed and attested on behalf of the Converting LLC as of the 21st day of July, 2023.

Attest:

This is signed by

Joseph Bergvinson

Joseph Bergvinson, Member

This is signed by

Matthew DeLorenzo

Matthew DeLorenzo, Member

This is signed by

Nicholas Hanna

Nicholas Hanna, Member

This is signed by

Peter Campbell

Peter Campbell, Member

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CLERK OF COURT
JUL 24 2023

Return address of filing party:

John B. Montague

Montague Law

5422 First Coast Highway, Suite 125

Fernandina Beach, Florida 32034

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CLERK OF DISTRICT COURT
JULIA A. JOSE, CL

Exhibit 1

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CLERK OF DISTRICT COURT
TALLAHASSEE, FL