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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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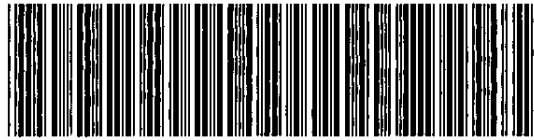
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FILED

10 MAY 11 PM 2:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. BRYAN

MAY 12 2010

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Grandparents.com, LLC
Name of Foreign Limited Liability Company

Dear Sir or Madam:

The enclosed application, certificate and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jeffrey Wasserman
Name of Person

Sills Cummis & Gross PC
Firm/Company

One Riverfront Plaza
Address

Newark, NJ 07102
City/State and Zip Code

jwasserman@sillscummis.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jeffrey Wasserman at (973) 643-5879
Name of Person Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Enclosed is a check for the following amount:

☒ \$25 Filing Fee

☒ \$30 Filing Fee &
Certificate of Status

☐ \$55 Filing Fee &
Certified Copy

☐ \$60 Filing Fee,
Certificate of Status &
Certified Copy

FILED
10 MAY 11 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE
AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of
State: Grandparents.com, LLC

2. Jurisdiction of its organization: Delaware

3. Date authorized to do business in Florida: 1-25-2007

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the
change effected under the laws of its jurisdiction of organization? 5-7-2010

5. New name of the limited liability company: GPOC Holding, LLC
(must end with "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in
Florida and attach a copy of the written consent of the managers or managing members adopting
the alternate name. The alternate name must end with "Limited Liability Company," "L.L.C."
or "LLC.")

6. If the amendment changes the period of duration, indicate new period of duration:

7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

8. If the amendment corrects any false statement, indicate the statement being corrected and the
correction: _____

9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned
amendment(s), duly authenticated by the official having custody of records in the jurisdiction
under the law of which this entity is organized.

Jeffrey Wasserman
Signature of a member or the authorized representative of a member

Jeffrey Wasserman
Typed or printed name of signer

Filing Fee: \$25.00

FILED
10 MAY 11 PM 2:45
CLERK OF STATE
TALLAHASSEE, FLORIDA

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "GRANDPARENTS.COM, LLC", CHANGING ITS NAME FROM "GRANDPARENTS.COM, LLC" TO "GPOC HOLDINGS, LLC", FILED IN THIS OFFICE ON THE SEVENTH DAY OF MAY, A.D. 2010, AT 5:32 O'CLOCK P.M.

FILED
10 MAY 11 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3708911 8100

100480309

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7980903

DATE: 05-10-10

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:00 PM 05/07/2010
FILED 05:32 PM 05/07/2010
SRV 100480309 - 3708911 FILE

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT

The undersigned, an authorized natural person, for the purpose of forming a limited liability company, under the provisions and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified and referred to as the "Delaware Limited Liability Company Act"), hereby certifies that:

1. Name of Limited Liability Company: Grandparents.com, LLC.
2. The Certificate of Formation of the limited liability company is hereby amended as follows:

"1. The name of the limited liability company formed hereby is GPOC Holdings, LLC."

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment on May 4, 2010.

/s/ Jeffrey L. Wasserman
Jeffrey L. Wasserman,
Authorized Representative

FILED
10 MAY 11 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GPOC HOLDINGS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TENTH DAY OF MAY, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GPOC HOLDINGS, LLC" WAS FORMED ON THE TWENTY-SIXTH DAY OF SEPTEMBER, A.D. 2003.

FILED
10 MAY 11 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3708911 8300

100484063

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7981602

DATE: 05-10-10