

M12000002899

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

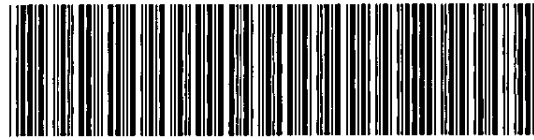
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100224616191

RECEIVED
12 MAR 14 PM 4:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
2012 MAY 23 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
T. CLINE
MAY 24 2012
EXAMINER

CSC
1201 Hays Street
Tallahassee, FL 32301
(800) 927-9801

ACCOUNT NO. : I20000000195
REFERENCE : 098299 7872565
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 125.00

ORDER DATE : February 16, 2012
ORDER TIME : 2:57 PM
ORDER NO. : 098299-001
CUSTOMER NO: 7872565

FOREIGN FILINGS

NAME: BSG FINANCIAL, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Becky Peirce -- EXT# 2919

EXAMINER: _____

2012 MAY 23 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED STATE
DEPARTMENT OF STATE
12 MAY 23 PM 1:40

March 15, 2012

CSC

RESUBMIT

Please give original
submission date as file date.

SUBJECT: BSG FINANCIAL, LLC
Ref. Number: W12000014925

SECRETARY OF STATE
ALTAHASSEEL FLORND

2012 MAY 23 AM 9:00

FILED

We have received your document for BSG FINANCIAL, LLC and authorization to debit your account in the amount of \$125.00. However, your document has not been filed and is being returned for the following:

The name of your limited liability company is not available in the state of Florida since it is the same as, or it is not distinguishable from the name of an existing entity on our records. Section 608.406, Florida Statutes, was amended effective July 1, 2007, to require the name of a foreign limited liability company to be distinguishable from the names of all other filings filed with the Division of Corporations, except for fictitious name registrations and general partnership registrations. Therefore, the limited liability company must select an alternate name for use in the state of Florida. Also, please note that adding "of Florida" or "Florida" to the end of the name is not acceptable.

Please insert the alternate name in the space provided on the application form. You must also attach a copy of the written consent of the managers or managing members adopting the alternate name for Florida. For your convenience, we are enclosing a fill-in-the-blank form for you to complete and return to our office for processing.

The alternate name must end with the words "Limited Liability Company," the abbreviation "L.L.C.," or the designation "LLC." The word "Limited" may be abbreviated as "Ltd." and the word "Company" may be abbreviated as "Co." The following suffixes are no longer acceptable : "Limited Company," "L.C.," and "LC".

The document number of the name conflict is P10000042696 - "BSG FINANCIAL CORP."

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Deborah Bruce
Regulatory Specialist II

Letter Number: 212A00009383

FILED

2012 MAY 23 AM 9:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. BSG FINANCIAL, LLC

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

FGG BSG Financial, 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 include "Limited Liability Company," "L.L.C.," "LLC.")

2. Delaware

(Jurisdiction under the law of which foreign limited liability company is organized)

3.

(FEI number, if applicable)

4. 1-31-12

(Date of Organization)

5. Perpetual

(Duration: Year limited liability company will exist or "perpetual")

6.

(Date first transacted business in Florida, if prior to registration.) (See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 527 Homans Avenue Closter, NJ, 07624

(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

Forrest G. Gilman, 527 Homans Avenue, Closter, New Jersey 07624

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Insurance Brokerage

Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., 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.)

Forrest G Gilman

Typed or printed name of signee

2012 MAY 23 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

BSG FINANCIAL, LLC

If unavailable, the alternate to be used in the state of Florida is:

FGG BSG Financial, LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company

(Name)

1201 Hays Street

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

FL 32301

City/State/Zip

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 608, Florida Statutes.

Corporation Service Company

Becky Peirce

Asst. Vice President

By: Becky Peirce

(Signature)

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

2012 MAY 23 AM 9:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BSG FINANCIAL, 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 SIXTEENTH DAY OF FEBRUARY, A.D. 2012.

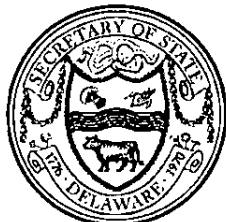
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BSG FINANCIAL, LLC" WAS FORMED ON THE THIRTY-FIRST DAY OF JANUARY, A.D. 2012.

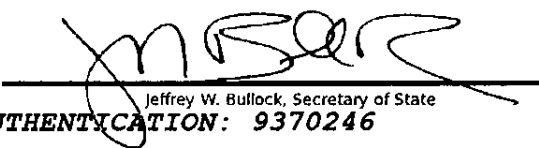
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

5102992 8300

120180656

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9370246

DATE: 02-16-12

**UNANIMOUS WRITTEN CONSENT
OF MEMBERS OF
BSG FINANCIAL, LLC
A LIMITED LIABILITY COMPANY**

The undersigned, being the only Members of BSG Financial, LLC ("Company"), in accordance with the Limited Liability Company Agreement, dated as of February 24, 2012, (the "Agreement") hereby adopt the following written consent in lieu of a meeting. Capitalized terms not otherwise defined herein shall have the meanings given to them in the Agreement.

WHEREAS, the Members signing this consent are the holders of all of the Class A LLC Interests entitled to vote at the Company's meetings and on the following resolutions;

WHEREAS, the undersigned desire that the Company conduct certain businesses in the State of Florida; and


WHEREAS, the name "BSG Financial" is currently being used by an unrelated business in the State of Florida and undersigned desire that the Company do business under a different name in the State of Florida;

NOW, THEREFORE, BE IT RESOLVED, that the Company shall do business in the State of Florida under the name FGG BSG Financial, LLC ;

RESOLVED, that this Unanimous Written Consent be submitted to the State of Florida in such manner as it shall request;

RESOLVED, that this Unanimous Written Consent shall have the same force and effect as a formal Members' meeting for all purposes and that the undersigned, by signing this Unanimous Written Consent, on March 24, 2012 hereby waive notice of the time and place of the meeting, consent to the meeting and approve the contents of this written consent

GILMAN BSG HOLDINGS, LLC, as Member

By: 

Name: Forrest G. Gilman

Title: Sole Manager

By: 

Forrest G. Gilman, as Member