

PO8000076794

(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:

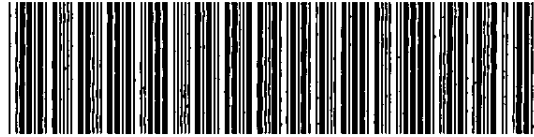
L. SELLERS

AUG 19 2008

EXAMINER

~~L. Sellers~~

Office Use Only



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SECRETARY OF STATE
TALLAHASSEE FLORIDA

08 AUG 18 AM 8:12

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: RM Classic Car Productions (Florida), Inc.
(Name of Resulting Florida Profit Corporation)

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.1115, F.S.

Please return all correspondence concerning this matter to:

SUZANNE HENLING (Please return copies via our FedEx envelope)
(Contact Person)

SCHWARTZ SEMERDJIAN HAILE BALLARD & CALLEY LLP
(Firm/Company)

101 W. BROADWAY, SUITE 810
(Address)

SAN DIEGO, CA 92101
(City, State and Zip Code)

For further information concerning this matter, please call:

SUZANNE HENLINE at (619) 236-8821
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$105.00 Filing Fees \$113.75 Filing Fees and Certificate of Status \$113.75 Filing Fees and Certified Copy \$122.50 Filing Fees, Certified Copy, and Certificate of Status

STREET ADDRESS:

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

MAILING ADDRESS:

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 11, 2008

SUZANNE HENLINE
101 W. BROADWAY, STE. 810
SAN DIEGO, CA 92101

SUBJECT: RM CLASSIC CAR PRODUCTIONS (FLORIDA) INC.
Ref. Number: W08000037688

We have received your document for RM CLASSIC CAR PRODUCTIONS (FLORIDA) INC. and your check(s) totaling \$113.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Sections 607.1113, 608.4403, 620.2104, and 620.8914, F.S., require the certificate of conversion to be signed by the converting entity as required by applicable law. If the converting entity is a corporation, the certificate of conversion must be signed by a chairman, vice chairman, officer, director, or an incorporator. If the converting entity is a limited liability company, the certificate of conversion must be signed by a member or an authorized representative of a member. If the converting entity is a general partnership or limited liability partnership, the certificate of conversion must be signed by a general partner. If the converting entity is a limited partnership or limited liability limited partnership, the certificate of conversion must be signed by all of the general partners. If the converting entity is another type of business entity, an authorized person must sign the certificate of conversion.

The effective date of the conversion cannot be prior to the date of filing nor more than 90 days after the date of filing and must be the same as the effective date listed in the Florida Articles of Incorporation, if any.

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) 245-6967.

Leslie Sellers
Regulatory Specialist II

Letter Number: 708A00045427



SCHWARTZ SEMERDJIAN HAILE
BALLARD & CAULEY LLP
Attorneys at Law

SUZANNE C. HENLINE
Direct dial: (619) 699-8323
E-mail: suzy@sshbclaw.com

August 15, 2008

VIA FEDEX

Leslie Sellers, Regulatory Specialist II
FLORIDA DEPARTMENT OF STATE
Division of Corporations
2661 West Executive Center Circle
Clifton Building
Tallahassee, FL 32301

Re: RM Classic Car Productions (Florida), Inc.
Your Reference No. W08000037688
Your Letter No. 708A00045427
Our File No. 2719.1

Dear Ms. Sellers:

In response to your letter dated August 11, 2008, a copy of which is enclosed, I am returning herewith the Certificate of Conversion on which I have modified the signature block to clarify the entity on whose behalf Mr. Cepuran has signed. I trust this will be acceptable for filing purposes. I am also returning the Articles of Incorporation for processing as well. Please proceed with the filing of the documents as previously requested.

Should you have any questions, please let me know.

Sincerely,

Suzanne C. Henline
Legal Assistant to Ross J. Schwartz
of
SCHWARTZ SEMERDJIAN HAILE
BALLARD & CAULEY LLP

/suz

Enclosures

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Certificate of Conversion
For
"Other Business Entity"
Into
Florida Profit Corporation

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following **"Other Business Entity"** into a **Florida Profit Corporation** in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

RM CLASSIC CAR PRODUCTIONS (FLORIDA), LLC

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a limited liability company
(Enter entity type. Example: limited liability company, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Florida
(Enter state, or if a non-U.S. entity, the name of the country)

on December 4, 2002
(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:


4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation:**

RM CLASSIC CAR PRODUCTIONS (FLORIDA), INC.

(Enter Name of Florida Profit Corporation)

5. If not effective on the date of filing, enter the effective date: _____
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Incorporation, if an effective date is listed therein.)

Signed this 25TH day of June, 2008.

Signature: 
(Must be signed by a Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.)

Printed Name: RM CLASSIC CAR PRODUCTIONS, INC., Member
By: ED CEPURAN Title: Secretary

Fees:

Certificate of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)

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TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be:

RM CLASSIC CAR PRODUCTIONS (FLORIDA), INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/ mailing address is:

4130 N.E. 6th Avenue, Ft. Lauderdale, FL 33334

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

Automobile sales and auctions business

ARTICLE IV SHARES

The number of shares of stock is:

1,000

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

List name(s), address(es) and specific title(s):

DONNIE GOULD (Director; President)
4130 N.E. 6th Avenue, Ft. Lauderdale, FL 33334

ED CEPURAN (Director; Secretary)
One Classic Car Drive, Blenheim, Ontario, Canada N0P 1A0

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

DONNIE GOULD
4130 N.E. 6th Avenue
Ft. Lauderdale, FL 33334

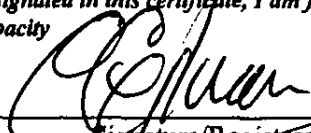
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TALLAHASSEE FLORIDA

ARTICLE VII INCORPORATOR


The **name and address** of the Incorporator is:

DONNIE GOULD
4130 N.E. 6th Avenue
Ft. Lauderdale, FL 33334

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity



Signature/Registered Agent Incorporator



Signature/~~Incorporator~~ Registered Agent

June 25, 2008
Date

July 30, 2008
Date

FILED
08 AUG 18 AM 8:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA