

P090000047680

(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:

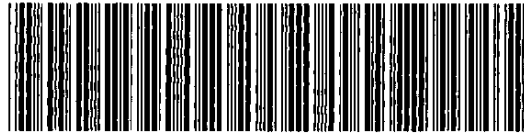
W09-20078

A. LUNT

JUN - 2 2009

EXAMINER

Office Use Only



400152331394

04/27/09--01065--013 **105.00

FILED
2009 JUN -1 AM 11:18
SECURITY STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 29, 2009

DENNIS MCDONALD
137A HUNTER LAKE DR.
OLDSMAR, FL 34677

SUBJECT: EARTHFUELS INDUSTRIES INCORPORATED
Ref. Number: W09000020078

We have received your document for EARTHFUELS INDUSTRIES INCORPORATED and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The converting Florida entity must be active on our records.

We are enclosing the proper form(s) with instructions for your convenience.

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) 245-6094.

Agnes Lunt
Regulatory Specialist II

Letter Number: 109A00014396

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Earthfuel Industries Incorporated
(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:

Dennis McDonald
(Contact Person)

Earthfuel Industries
(Firm/Company)

137A Hunter Lake Dr
(Address)

Oldsmar, FL 34677
(City, State and Zip Code)

For further information concerning this matter, please call:

Dennis McDonald at (813) 546-7447
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|---|---|--|
| <input checked="" type="checkbox"/> \$105.00 Filing Fees | <input type="checkbox"/> \$113.75 Filing Fees
and Certificate of
Status | <input type="checkbox"/> \$113.75 Filing Fees
and Certified Copy | <input type="checkbox"/> \$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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FILED
2009 JUN -1 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

Earthfuel Industries

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a General Partnership

(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 May 15, 2008

(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:

N/A

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

Earthfuel Industries Incorporated

(Enter Name of Florida Profit Corporation)

5. If not effective on the date of filing, enter the effective date: 4/21/2009

(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 21st day of April, 20 09.

Required Signature for Florida Profit Corporation:

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: Dennis McDonald

Printed Name: Dennis McDonald Title: CEO

Required Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: Dennis McDonald
Printed Name: Dennis McDonald Title: CEO

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

If Florida Limited Liability Company:

Signature of a Member or Authorized Representative.

All others:

Signature of an authorized person.

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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RECORDED
TALLAHASSEE, FLORIDA

FILED

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:

Earthfuel Industries Incorporated

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is:

137A Hunter Lake Dr
Oldsmar, FL 34677

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:
the production of algae products

ARTICLE IV SHARES

The number of shares of stock is:
1000

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

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

Dennis McDonald, 137A Hunter Lake Dr, Oldsmar, FL 34677. CEO
Ruperto Lim, 498 Equine Dr, Tarpon Springs, FL 44688,. VP Operations

ARTICLE VI REGISTERED AGENT

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

Dennis McDonald
137A Hunter Lake Dr
Oldsmar, FL 34677

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TALLAHASSEE, FLORIDA

ARTICLE VII INCORPORATOR

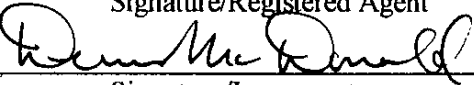
The **name and address** of the Incorporator is:

Dennis McDonald
137A Hunter Lake Dr
Oldsmar, FL 34677

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

4/21/09
Date


Signature/Incorporator

4/21/09
Date