

P150000 65756

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

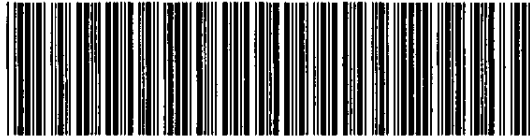
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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1115-51975

YMD 8/6

**COVER LETTER**

**TO:** Charter Section  
Division of Corporations

PACIFIC COMMODITY EXCHANGE CORPORATION

**SUBJECT:** \_\_\_\_\_  
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:

RICHARD CAMP, CPA

\_\_\_\_\_  
Contact Person

6817 Southpoint Parkway Suite 2201 Jacksonville, FL 32216

\_\_\_\_\_  
Firm/Company

PH: (904) 281-9924 EXT: 2 FAX: (904) 281-0060

\_\_\_\_\_  
Address

PLEASE FIND ATTACHED 3 CONVERSIONS TO FLORIDA

\_\_\_\_\_  
City, State and Zip Code

yourhides@att.net

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Paul Cambria at ( 904 ) 6150992  
\_\_\_\_\_  
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
- X3

**STREET ADDRESS:**  
New Filings Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**  
New Filings Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

July 31, 2015

RICHARD CAMP, CPA  
6817 SOUTHPOINT PKWY., SUITE 2301  
JACKSONVILLE, FL 32216

SUBJECT: PACIFIC COMMODITY EXCHANGE CORPORATION  
Ref. Number: W15000051975

We have received your document for PACIFIC COMMODITY EXCHANGE CORPORATION and your check(s) totaling \$315.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must state the number of shares of authorized stock. The consultation of a legal counsel is always recommended if uncertain of the appropriate number of shares to authorize.

You must list at least one incorporator with a complete business street address.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Please return the corrected original and one copy of 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) 245-6052.

Maryanne Dickey  
Regulatory Specialist II  
New Filing Section

Letter Number: 815A00016144

**COVER LETTER**

**TO:** Charter Section  
Division of Corporations

3 REVISED FILED ATTACHED FOR REPLACEMENT

**SUBJECT:** \_\_\_\_\_  
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:

DANIEL MORADO

\_\_\_\_\_  
Contact Person

\_\_\_\_\_  
Firm/Company

7825 BAYMEADOWS WAY #120A

\_\_\_\_\_  
Address

JACKSONVILLE, FL 32256

\_\_\_\_\_  
City, State and Zip Code

YOURHIDES@GMAIL.COM

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

DANIEL MORADO at ( 904 ) 6870588  
\_\_\_\_\_  
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

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

**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:  
PACIFIC COMMODITY EXCHANGE CORPORATION

\_\_\_\_\_  
Enter Name of Other Business Entity  
for-profit corporation

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

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

on \_\_\_\_\_  
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:**  
PACIFIC COMMODITY EXCHANGE CORPORATION

\_\_\_\_\_  
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.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

15 AUG -4 AM 8:45

Signed this 3rd day of August, 2015

**Required Signature for Florida Profit Corporation:**

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: Daniel Morado  
Printed Name: Daniel Morado Title: Chairman

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

Signature: [Signature]  
Printed Name: OZ MANAGEMENT SERVICES LLC Title: PRESIDENT

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)

15 AUG -4 AM 9:45

**ARTICLES OF INCORPORATION  
OF  
PACIFIC COMMODITY EXCHANGE  
CORPORATION**

*In compliance with the Florida Business Corporation Act*

15 AUG -4 AM 8:45  
SECRETARY

**ARTICLE I  
NAME, ADDRESSES, PURPOSE, REGISTERED AGENT &  
EFFECTIVE DATE OF INCORPORATION**

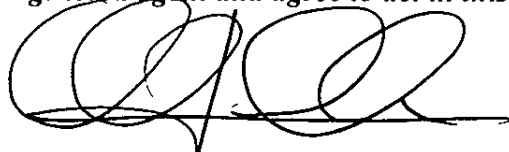
**Section 1. Name.** The name of the corporation shall be **PACIFIC COMMODITY EXCHANGE CORPORATION**. The corporation's assigned **Employer Identification Number** is **47-1816339**.

**Section 2. Addresses.** The principal place of business, as well as the mailing address of the Corporation, is located at 7825 Baymeadows Way, suite no. 120A, Jacksonville, Florida 32256.

**Section 3. Purposes.** The Corporation has the capacity and the rights, powers and privileges of a natural person and the purposes for which the Corporation is established are unrestricted, as well as in full compliance with any applicable law.

**Section 4. Registered Agent.** The name and Florida street address of the registered agent is Oneris Overseas Funding LLC of 7825 Baymeadows Way, suite no. 120A, Jacksonville, Florida 32256.

*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*



BY: Oneris Overseas Funding LLC

**Section 5. The effective date of incorporation is May 1, 1896.**

**ARTICLE II  
SHAREHOLDERS**

**Section 1. Annual Meeting.** An annual meeting shall be held once each calendar year for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors from time to time.

**Section 2. Special Meetings.** Special meetings of the shareholders may be requested by the President, the Board of Directors, or the holders of a majority of the outstanding voting shares.

**Section 3. Notice.** Written notice of all shareholder meetings, whether regular or special meetings, shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be mailed to all shareholders of record at the address shown on the corporate books, at least 10 days prior to the meeting. Such notice shall be deemed effective when deposited in ordinary U.S. mail, properly addressed, with postage prepaid.

**Section 4. Place of Meeting.** Shareholders' meetings shall be held at the corporation's principal place of business unless otherwise stated in the notice.

**Section 5. Quorum.** A majority of the outstanding voting shares, whether represented in person or by proxy, shall constitute a quorum at a shareholders' meeting. In the absence of a quorum, a majority of the represented shares may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The shareholders present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some shareholders results in representation of less than a quorum.

**Section 6. Informal Action.** Any action required to be taken, or which may be taken, at a shareholders meeting, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, is signed by the shareholders who own all of the shares entitled to vote with respect to the subject matter of the vote.



## **ARTICLE III DIRECTORS**

**Section 1. Number of Directors.** The corporation shall be managed by a Board of Directors consisting of 3 director(s).

**Section 2. Election and Term of Office.** The directors shall be elected at the annual shareholders' meeting. Each director shall serve a term of 3 years year(s), or until a successor has been elected and qualified.

**Section 3. Quorum.** A majority of directors shall constitute a quorum.

**Section 4. Adverse Interest.** In the determination of a quorum of the directors, or in voting, the disclosed adverse interest of a director shall not disqualify the director or invalidate his or her vote.

**Section 5. Regular Meeting.** An annual meeting shall be held, without notice, immediately following and at the same place as the annual meeting of the shareholders. The Board of Directors may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution.

**Section 6. Special Meeting.** Special meetings may be requested by the President, Vice-President, Secretary, or any two directors by providing five days' written notice by ordinary United States mail, effective when mailed. Minutes of the meeting shall be sent to the Board of Directors within two weeks after the meeting.

**Section 7. Procedures.** The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these by-laws for a particular resolution. A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

**Section 8. Informal Action.** Any action required to be taken at a meeting of directors, or any action which may be taken at a meeting of directors or of a committee of directors, may be taken without a meeting if a consent in writing setting forth the action so

taken, is signed by all of the directors or all of the members of the committee of directors, as the case may be.

**Section 9. Removal / Vacancies.** A director shall be subject to removal, with or without cause, at a meeting of the shareholders called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause, may be filled by the remaining directors. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

**Section 10. Committees.** To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

#### **ARTICLE IV OFFICERS**

**Section 1. Number of Officers.** The officers of the corporation shall be a President, and a Secretary.

**a. President/Chairman.** The President shall be the chief executive officer and shall preside at all meetings of the Board of Directors and its Executive Committee, if such a committee is created by the Board.

**b. Secretary.** The Secretary shall give notice of all meetings of the Board of Directors and Executive Committee, if any, shall keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Secretary shall maintain the minutes of the Board of Directors' meetings and all committee meetings.

**Section 2. Election and Term of Office.** The officers shall be elected annually by the Board of Directors at the first meeting of the Board of Directors, immediately following the annual meeting of the shareholders. Each officer shall serve a one year term or until a successor has been elected and qualified.

**Section 3. Removal or Vacancy.** The Board of Directors shall have the power to remove an officer or agent of the corporation. organization. Any vacancy that occurs for any reason may be filled by the Board of Directors.

**ARTICLE V  
CORPORATE SEAL, EXECUTION OF INSTRUMENTS**

The corporation shall not have a corporate seal. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and/or the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or any Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

**ARTICLE VI  
AMENDMENT TO ARTICLES OF INCORPORATION**

The articles of incorporation may be amended, altered, or repealed by the Board of Directors or the shareholders by a majority of a quorum vote at any regular or special meeting; provided however, that the shareholders may from time to time specify particular provisions of the bylaws which shall not be amended or repealed by the Board of Directors.

**ARTICLE VII  
INDEMNIFICATION**

Any director or officer who is involved in litigation by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights).

**ARTICLE VIII  
STOCK CERTIFICATES**

The maximum number of authorized shares that the corporation is permitted to issue is 10,000,000. The corporation may issue shares of the corporation's stock without certificates. Within a reasonable time after the issue or transfer of shares without certificates, the corporation shall send the shareholder a written statement of the information that is required by law to be on the certificates. Upon written request to the corporate secretary

by a holder of such shares, the secretary shall provide a certificate in the form prescribed by the directors.

**ARTICLE IX  
DISSOLUTION**

The organization may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the members.

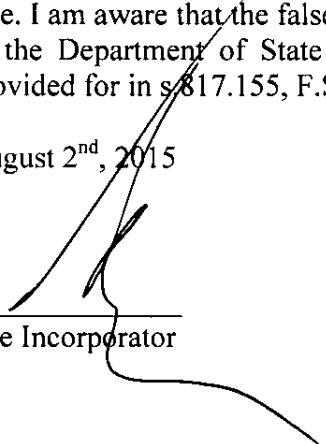
**ARTICLE X  
INCORPORATOR**

The name and address of the Incorporator is:

Daniel Morado  
21A Street #705  
San Juan, PR 00924

I submit this document and affirm that the facts stated herein are true. I am aware that the 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.

August 2<sup>nd</sup>, 2015

  
\_\_\_\_\_  
The Incorporator

15 AUG -4 AM 8:45  
RECEIVED  
DEPARTMENT OF STATE