

F07000002179

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

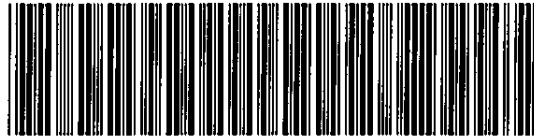
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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05/23/07--01026--005 **43.75

FILED
07 MAY 23 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*FF Amend
Cen. Reg. 5-2-07
5-2-07
to Dubuque*

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Layered Technologies, Inc.
(Name of Corporation)

DOCUMENT NUMBER: F07000002179

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

David Shriver

(Name of Contact Person)

Perlman, Yevoli & Albright, P.L.

(Firm/Company)

1500 N. Federal Hwy, Suite 250

(Address)

Fort Lauderdale, FL 33304

(City/State and Zip Code)

For further information concerning this matter, please call:

David Shriver

(Name of Contact Person)

at (954) 566-7117

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

\$35.00 Filing Fee

\$43.75 Filing Fee &
Certificate of Status

\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

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

Street Address:

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

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F07000002179

(Document number of corporation (if known))

1. Layered Technologies, Inc.

(Name of corporation as it appears on the records of the Department of State)

2. Texas

(Incorporated under laws of)

3. April 23, 2007

(Date authorized to do business in Florida)

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TALLAHASSEE, FLORIDA

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? _____

5. _____
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

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

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Delaware

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Michael Platner

(Typed or printed name of person signing)

C.E.O.

(Title of person signing)

Delaware

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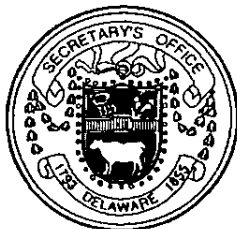
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A TEXAS CORPORATION UNDER THE NAME OF "LAYERED TECHNOLOGIES, INC." TO A DELAWARE CORPORATION, FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF MAY, A.D. 2007, AT 2:43 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4355956 8100V

070593539



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5693041

DATE: 05-21-07

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:41 PM 05/21/2007
FILED 02:43 PM 05/21/2007
SRV 070593539 - 4355956 FILE

CERTIFICATE OF CONVERSION
FROM A NON-DELAWARE CORPORATION
TO A DELAWARE CORPORATION

Pursuant to the provisions of Section 265 of the Delaware General Corporation Law ("DGCL"), the undersigned Non-Delaware converting corporation certifies the following Certificate of Conversion adopted for the purpose of effecting a conversion in accordance with the DGCL:

1. Layered Technologies, Inc., a Texas corporation ("Converting Corporation"), is hereby converting into Layered Technologies, Inc., a Delaware corporation ("Converted Corporation").
2. The Converting Corporation was incorporated in the State of Texas on June 29, 2004.
3. Immediately prior to filing this Certificate, the name of the Non-Delaware Converting Corporation is Layered Technologies, Inc and is under the jurisdiction of Texas.
4. The name of the Converted Corporation as set forth in the Certificate of Incorporation is Layered Technologies, Inc.

Dated: May 21, 2007

CONVERTING ENTITY
Layered Technologies, Inc.,
a Texas Corporation

By: _____

Michael G. Platner, C.E.O.