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N. Culligan FEB 10 2006

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: EMPOWER TECHNOLOGIES, LLC

(Name of Resulting Florida Limited Company)

The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 608.439, F.S.

Please return all correspondence concerning this matter to:

JACQUELINE MORI

(Contact Person)

WILLIAMS PARKER, ET AL.

(Firm/Company)

200 S ORANGE AVENUE

(Address)

SARASOTA, FL 34236

(City, State and Zip Code)

For further information concerning this matter, please call:

R. DAVID BUSTARD

(Name of Contact Person)

at (941) 366-4800

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization)

☐ \$155.00 Filing Fees
and Certificate of
Status

☒ \$180.00 Filing Fees
and Certified Copy

☐ \$185.00 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

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

This Certificate of Conversion **and attached Articles of Organization** are submitted to convert the following **"Other Business Entity"** into a **Florida Limited Liability Company** in accordance with s.608.439, Florida Statutes.

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

Empower Technologies, LLC

(Enter Name of Other Business Entity)

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

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

on May 3, 2005

(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 Limited Liability Company as set forth in the **attached Articles of Organization**:

Empower Technologies, LLC

(Enter Name of Florida Limited Liability Company)

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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 Organization, if an effective date is listed therein.)

Signed this 30th day of January 2006.

Signature of Authorized Person: _____

Printed Name: R. David Bustard Title: Authorized Representative
of a Member of Empower
Technologies, LLC

Fees:

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
EMPOWER TECHNOLOGIES, LLC**

The undersigned subscribes to these Articles of Organization to form a limited liability company (the "Company") under the Florida Limited Liability Company Act (Chapter 608, Florida Statutes).

1. Name. The name of the Company is Empower Technologies, LLC.
2. Principal Office. The mailing address and the street address of the principal office of the Company is:

1177 Cattleman Road #2
Sarasota, FL 34232

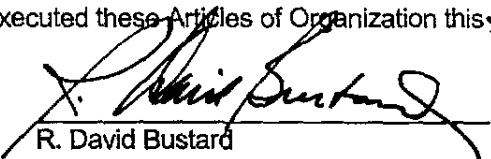
3. Registered Agent. The name of the initial registered agent, and the address of the initial registered office, of the Company is:

R. David Bustard
200 S. Orange Avenue
Sarasota, Florida 34236

By execution hereof, the undersigned accepts appointment as registered agent of the Company and acknowledges that he is familiar with and accepts the obligations of that position.

4. Amendment. These Articles of Organization may be amended in the manner provided in the Operating Agreement of the Company.

In witness whereof, the undersigned has executed these Articles of Organization this 30th day of January 2006.


R. David Bustard
Authorized Representative of a Member
of Empower Technologies, LLC

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