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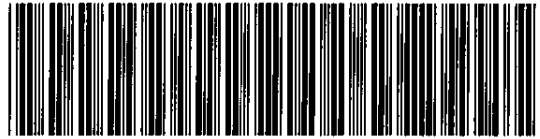
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EXAMINER

108-3407

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January 3, 2008

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: ACD Telecom, Inc. (the "Corporation")
Our File No. 2468-6

Dear Sir or Madam:

Enclosed for filing is a Certificate of Conversion and associated Articles of Organization necessary to convert the above Corporation to ACD Telecom, LLC. We have also enclosed our check in the amount of \$150.00 to cover the cost associated with our request.

Please call with any questions or comments you may have.

Sincerely,


Gary A. Forster

GAF/tj
Enclosures
Cc: Frank L. Pohl, Esq.

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TALLAHASSEE, FLORIDA

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**CERTIFICATE OF CONVERSION FOR
ACD TELECOM, INC.
TO
ACD TELECOM, LLC**

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following Florida corporation to a Florida limited liability company in accordance with Florida Statute 608.439.

898-24788

1. ACD TELECOM, INC. (the "Corporation") has been converted to a Florida limited liability company ("LLC"), in compliance with chapter 607 Florida statutes and complies with all laws governing Florida limited liability companies.

2. The terms pursuant to which the Corporation shall convert to the LLC are as set forth in a Plan of Conversion, adopted by all shareholders and directors of the Corporation and by all members of the LLC, dated of even date herewith, and in compliance with Florida Statute 607.1112.

3. The effective date of the conversion shall be the date of filing this Certificate of Conversion with the Florida Secretary of State.

4. The mailing address and street address of the principal office of the Corporation is 1268 Upsala Road, Sanford, FL 32771.

5. The name of the Corporation immediately prior to the filing of this Certificate of Conversion is ACD TELECOM, INC., incorporated under the laws of the State of Florida on March 16, 1998.

6. The name of the LLC, as set forth in the attached Articles of Organization is ACD TELECOM, LLC.

7. The LLC shall pay all shareholders having appraisal rights any amount to which they are entitled under Florida Statutes 607.1301-607.1333.

DATED this 3rd day of January, 2008.

ACD TELECOM, INC.

By: Marisabel Shahnami, Pres.
Marisabel Shahnami, President

ACD TELECOM, LLC

By: Marisabel Shahnami
Marisabel Shahnami, Managing Member

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION FOR
ACD TELECOM, LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I
NAME**

The name of the Limited Liability Company is ACD TELECOM, LLC.

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is 1268 Upsala Road, Sanford, FL 32771.

**ARTICLE III
DURATION**

The period of duration for the Limited Liability Company shall be as described in the Operating Agreement governing the Limited Liability Company.

**ARTICLE IV
MANAGEMENT**

The Limited Liability Company is to be managed exclusively by its managing member pursuant to the Operating Agreement governing the Limited Liability Company. The name and address of such managing member are:

Marisabel Shahnam
1268 Upsala Road
Sanford, FL 32771

**ARTICLE V
OWNERSHIP**

The Limited Liability Company shall be owned by its members, and their names, addresses and membership interests of the members are:

Marisabel Shahnam
1268 Upsala Road
Sanford, FL 32771
51% economic and membership interest

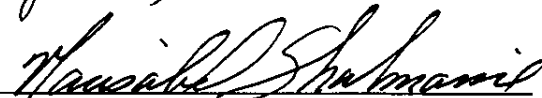
Alireza Shahnam
1268 Upsala Road
Sanford, FL 32771
49% economic and membership interest

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ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The address of the initial Registered Office of the Limited Liability Company is 1268 Upsala Road, Sanford, FL 32771, and the initial Registered Agent at such address is Marisabel Shahnami.

IN WITNESS WHEREOF, the undersigned managing member affirms that, under penalties of perjury, the facts stated herein are true, and the undersigned managing member has executed these Articles of Organization this 3 day of January, 2008.




Marisabel Shahnami

ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT

THE UNDERSIGNED, having been named in Article VI of the foregoing Articles of Organization as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that she is familiar with, and hereby accepts, the obligations set forth in Section 608.407, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to her as Registered Agent of the limited liability company.

DATED this 3 day of January, 2008.



Marisabel Shahnami

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TALLAHASSEE, FLORIDA