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FILING

Conversion

1. Risk Transfer Holdings, Inc.
(CORPORATE NAME AND DOCUMENT #)

2. _____
(CORPORATE NAME AND DOCUMENT #)

3. _____
(CORPORATE NAME AND DOCUMENT #)

4. _____
(CORPORATE NAME AND DOCUMENT #)

5. _____
(CORPORATE NAME AND DOCUMENT #)

6. _____
(CORPORATE NAME AND DOCUMENT #)

RECEIVED
DEPARTMENT OF STATE
12 AUG - 8 PM 2:45

**SPECIAL
INSTRUCTIONS:**

**CERTIFICATE OF CONVERSION
FOR
OTHER BUSINESS ENTITY
INTO
FLORIDA LIMITED LIABILITY COMPANY**

FILED
12 AUG -8 PM 2:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 607.1113 and 608.439, Florida Statutes.

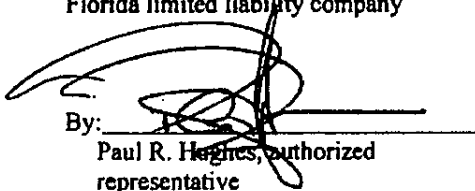
1. The name of the Other Business Entity immediately prior to the filing of this Certificate of Conversion is RISK TRANSFER HOLDINGS, INC.
2. The Other Business Entity is a corporation first organized under the laws of the State of Florida on May 23, 2001.
3. The Other Business Entity is converting into RISK TRANSFER HOLDINGS, LLC, a Florida limited liability company (the "LLC"), to be formed pursuant to the attached Articles of Organization, the address of the principal office of which is set forth therein.
4. The Plan of Conversion has been approved by the Other Business Entity in accordance with Chapter 607, Florida Statutes and the conversion of the Other Business Entity into the LLC is otherwise in compliance with Chapters 607 and 608, Florida Statutes.
5. The conversion shall become effective as of 12:00 a.m. on August 8th, 2012.
6. The Other Business Entity currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Conversion to be executed on the 8th day of August __, 2012.

RISK TRANSFER HOLDINGS, INC., a
Florida corporation

By: 
Paul R. Hughes, President

RISK TRANSFER HOLDINGS, LLC, a
Florida limited liability company

By: 
Paul R. Hughes, authorized
representative

**ARTICLES OF ORGANIZATION
OF
RISK TRANSFER HOLDINGS, LLC**

ARTICLE I

Name and Duration

The name of this Limited Liability Company is RISK TRANSFER HOLDINGS, LLC (hereinafter referred to as the "Company"). The duration of the Company shall commence upon the filing of these Articles of Organization and shall be perpetual.

ARTICLE II

Principal Office

The mailing address and street address of the principal office of the Company is 219 East Livingston Street, Orlando, Florida 32801, or such other place as the members of the Company may determine from time to time.

ARTICLE III

Registered Office and Agent

The address of the registered office of the Company in the State of Florida is c/o Shuffield, Lowman & Wilson, P.A., 1000 Legion Place, #1700, in the City of Orlando, County of Orange, State of Florida 32801. The name of the registered agent at such address is William R. Lowman, Jr.

ARTICLE IV

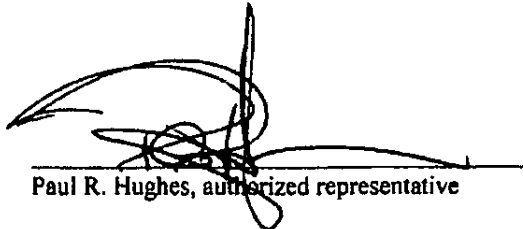
The Company shall be manager-managed and the name and address of the Manager is as follows:

Paul R. Hughes
219 East Livingston Street
Orlando, Florida 32801

ARTICLE V

The effective date of the filing of these Articles of Organization is 12:00 a.m. on August 8th, 2012.

DATED as of the 8th day of August, 2012.


Paul R. Hughes, authorized representative

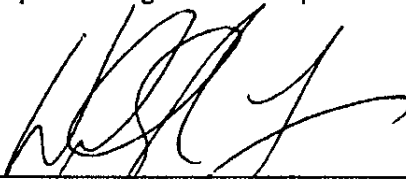
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415, Florida Statutes, RISK TRANSFER HOLDINGS, LLC submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the limited liability company is RISK TRANSFER HOLDINGS, LLC.
2. The name and address of the registered agent and office is: William R. Lowman, Jr., c/o Shuffield, Lowman & Wilson, P.A., 1000 Legion Place, #1700, City of Orlando, County of Orange, State of Florida 32801.

Having been named as registered agent and to accept service of process for the above-named limited liability company at the place designated in this certificate, the undersigned, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of the position as registered agent.

Dated: August 8th 2012.



William R. Lowman, Jr.