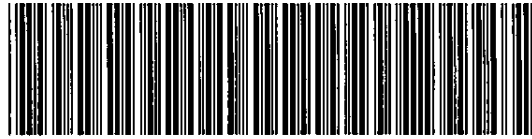


PO1000103591



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05/24/07--01007--008 **180.00

(Requestor's Name)

(Address)

(Address)

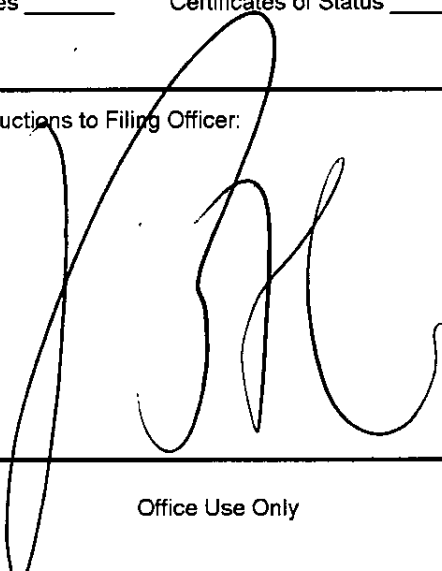
(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:


Office Use Only

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07 MAY 23 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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07 MAY 23 PM 4:39
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



CT

a Wolters Kluwer business

CT
1203 Governors Square Blvd.
Tallahassee, FL 32301-2960

850 222 1092 tel
850 222 7615 fax
www.ctlegalsolutions.com

May 23, 2007

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

FILED
07 MAY 23 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Order #: 6934135 SO
Customer Reference 1: 051701.010700
Customer Reference 2: n/a

Dear Department of State, Florida:

Please obtain the following:

CABI HOLDINGS, INC. (FL)
Conversion
Florida

CABI HOLDINGS, INC. (FL)
Obtain Document - Misc - Certified Copy of filing
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Connie R Bryan
Senior Fulfillment Specialist
Connie.Bryan@wolterskluwer.com

FILED
07 MAY 23 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF CONVERSION
FOR
CABI HOLDINGS, INC.
INTO
CABI HOLDINGS, LLC**

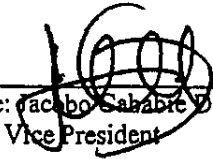
The undersigned duly authorized signor, on behalf of **CABI HOLDINGS, INC.**, a Florida corporation (the "Converting Corporation") and for the purpose of converting the Converting Corporation from a Florida corporation into a Delaware limited liability company pursuant to §607.1113 of the Florida Business Corporation Act and §18-214 of the Delaware Limited Liability Company Act, certifies that:

1. The name of the Converting Corporation at its incorporation and immediately prior to the filing of this Certificate of Conversion was **CABI HOLDINGS, INC.**
2. The Converting Corporation is a corporation first incorporated under the laws of Florida on October 25, 2001.
3. The name of the limited liability company is **CABI HOLDINGS, LLC** and it is organized under the laws of the State of Delaware.
4. The above referenced Florida corporation has converted into a Delaware limited liability company in accordance with Chapter 607, Florida Statutes, and the Conversion complies with Section 18-214 of the Delaware Limited Liability Company Act, governing limited liability companies.
5. The Plan of Conversion was approved by the Converting Corporation in accordance with Chapter 607, Florida Statutes.
6. The written consent of the Board of Directors and all of the Shareholders who, as a result of the conversion, are now the Managers and limited liability company Members, respectively, of the surviving entity was obtained pursuant to §607.1112(6).
7. The principal office address of **CABI HOLDINGS, LLC** shall be 19950 W. Country Club Dr., Suite 900, Aventura FL 33180.
8. The effective date of filing for this Certificate of Conversion shall be as of the date of filing.
9. **CABI HOLDINGS, LLC** appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the Converting Corporation, including any appraisal rights of shareholders of the Converting Corporation under §§ 607-1301-607-1333, Florida Statutes and lists the following street and mailing address of an office, which the Florida Department of State may use for purposes of §607-1114(4), Florida Statutes: 19950 W. Country Club Dr., Suite 900, Aventura FL 33180.

CAJ

IN WITNESS WHEREOF, the undersigned authorized person has executed this Certificate of Conversion as of the 23 day of MAY 2007.

CABI HOLDINGS, INC., a Florida corporation

By: 
Name: Jacobo Sabate Daniel
Title: Vice President

CAJ