

PO2 0000 79037

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

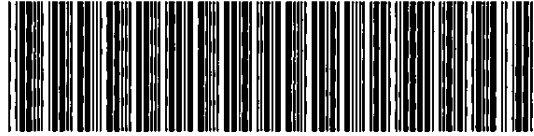
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TALLAHASSEE, FLORIDA

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06 JUN 21 PM 4:23
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 196400 4718535
AUTHORIZATION : *Spud DeMa*
COST LIMIT : \$ 43.75

2006 JUN 21 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

ORDER DATE : June 21, 2006
ORDER TIME : 3:56 PM
ORDER NO. : 196400-005
CUSTOMER NO: 4718535

DOMESTIC AMENDMENT FILING

NAME: CALLMINER, INC.

XX CERTIFICATE OF CONVERSION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Kimberly Moret -- EXT# 2949

EXAMINER'S INITIALS: _____

CERTIFICATE OF CONVERSION FOR
FLORIDA PROFIT CORPORATION INTO
OTHER BUSINESS ENTITY

FILED
2006 JUN 21 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the Florida Profit Corporation converting to the Other Business Entity is CallMiner, Inc., a Florida corporation (the "Florida Corporation").

2. The name of the Other Business Entity is CallMiner, Inc., a corporation incorporated under the laws of the state of Delaware (the "Delaware Corporation").

3. The above-referenced Florida Corporation has converted into the Delaware Corporation in compliance with Florida Statutes Chapter 607, and the conversion complies with the applicable laws of the State of Delaware governing the Delaware Corporation.

4. The plan of conversion was approved by the converting Florida Corporation in accordance with Florida Statutes Chapter 607.

5. This conversion was effective under the laws of the State of Delaware governing the Delaware Corporation on June 21, 2006.

6. This conversion shall be effective in Florida on June 21, 2006.

7. The principal office address of the Delaware Corporation is as follows:

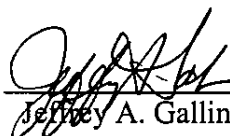
4310 Metro Parkway, Suite 210
Fort Myers, Florida 33916

8. The Delaware Corporation is an out-of-state entity not registered to transact business in Florida. The Delaware Corporation appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida Corporation, including any appraisal rights of shareholders of the converting Florida Corporation under Florida Statutes §§ 607.1301 – 607.1333. The Florida Department of State may use the following street and mailing address for purposes of Florida Statutes § 607.1114(4):

4310 Metro Parkway, Suite 210
Fort Myers, Florida 33916

9. The Delaware Corporation has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under Florida Statutes §§ 607.1301 – 607.1333.

Signed this 21 day of June, 2006.

By: 
Jeffrey A. Gallino, President