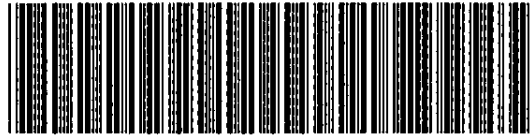


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600215635846

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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10500

Special Instructions to Filing Officer:

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L SELLERS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION OUTFITS

Corporation Service for Attorneys

STOCK AND BOND CERTIFICATES
MINUTE BOOKS, SEALS

M. BURR KEIM COMPANY

2021 ARCH STREET
PHILADELPHIA, PA 19103-1491
(215) 563-8113 1-800-533-8113
FAX (215) 977-9386
www.mburркеim.com

December 30, 2011

EXPEDITED SERVICES
Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: THINK SMART OF FLORIDA, INC.

Ladies/Gentlemen:

Enclosed is a Certificate of Conversion with attached
Articles of Incorporation for the above. Also enclosed is our check
for \$105.00 for the filing fee.

Please expedite the filing.

We thank you for your assistance.

Very truly yours,

M. BURR KEIM COMPANY

Robert Worthington
Robert Worthington

RW:jfw
Enclosure



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 9, 2012

M. BURR KEIM COMPANY
2021 ARCH STREET
PHILADELPHIA, PA 19103-1491

SUBJECT: THINK SMART OF FLORIDA, INC.
Ref. Number: W12000001389

We have received your document for THINK SMART OF FLORIDA, INC. and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Sections 607.1113, 608.4403, 620.2104, and 620.8914, F.S., require the certificate of conversion to be signed by the converting entity as required by applicable law. If the converting entity is a corporation, the certificate of conversion must be signed by a chairman, vice chairman, officer, director, or an incorporator. If the converting entity is a limited liability company, the certificate of conversion must be signed by a member or an authorized representative of a member. If the converting entity is a general partnership or limited liability partnership, the certificate of conversion must be signed by a general partner. If the converting entity is a limited partnership or limited liability limited partnership, the certificate of conversion must be signed by all of the general partners. If the converting entity is another type of business entity, an authorized person must sign the certificate of conversion.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Leslie Sellers
Regulatory Specialist II

Letter Number: 112A00000545



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 9, 2012

M. BURR KEIM COMAPNY
2021 ARCH STREET
PHILADELPHIA, PA 19103-1491

SUBJECT: THINK SMART OF FLORIDA, INC.
Ref. Number: W12000001389

We have received your document for THINK SMART OF FLORIDA, INC. and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Section 608.406, Florida Statutes, was amended effective July 1, 2007, to require the name of a limited liability company to be distinguishable from the names of all other filings filed with the Division of Corporations, except for fictitious name registrations and general partnership registrations.

Please select a new name and make the correction in all the appropriate places. One or more words may be added to make the name distinguishable from the one presently on file. Adding of Florida or Florida to the end of the name is not acceptable. A search for name availability can be made on the Internet through the Division's records at www.sunbiz.org.

Please note the name of a limited liability company must end with the words "Limited Liability Company," the abbreviation "L.L.C.", or the designation "LLC". The word "Limited" may be abbreviated as "Ltd." and the word "Company" may be abbreviated as "Co." The following suffixes are no longer acceptable: "Limited Company", "L.C.", and "LC".

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Leslie Sellers
Regulatory Specialist II

Letter Number: 012A00005941

Certificate of Conversion

For

"Other Business Entity"

Into

Florida Profit Corporation

This Certificate of Conversion and attached Articles of Incorporation are submitted to convert the following "Other Business Entity" into a Florida Profit Corporation in accordance with s. 607.1115, Florida Statutes.

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

THINK SMART, INC.

Enter Name of Other Business Entity

2. The "Other Business Entity" is a Corporation
(Enter entity type. Example: limited liability company, limited partnership, general partnership, common law or business trust, etc.)

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

on August 5, 1996
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:

Pennsylvania

4. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation:

TELSTAR & ASSOCIATES, INC.

Enter Name of Florida Profit Corporation

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 Incorporation, if an effective date is listed therein.)

6. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and the requirements of s.607.1115, F.S., in effecting the conversion.

7. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

FILED
12 FEB 29 PM 4:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signed this 19 day of December, 2011.

Required Signature for Florida Profit Corporation:

Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: Rona Goldstein

Printed Name: Rona Goldstein Title: Secretary

Required Signature(s) on behalf of Other Business Entity: Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S. [See below for required signature(s).]

Signature: Rona Goldstein

Printed Name: Rona Goldstein Title: Secretary

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

If Florida Limited Liability Company:

Signature of a Member or Authorized Representative.

All others:

Signature of an authorized person.

Fees:

- Certificate of Conversion: \$35.00
- Fees for Florida Articles of Incorporation: \$70.00
- Certified Copy: \$8.75 (Optional)
- Certificate of Status: \$8.75 (Optional)

ARTICLES OF INCORPORATION
In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be: TELSTAR & ASSOCIATES, INC.

ARTICLE II PRINCIPAL OFFICE

Principal street address
245 Porto Vecchio Way
Palm Beach Gardens, FL 33418

Mailing address, if different is:
245 Porto Vecchio Way
Palm Beach Gardens, FL 33418

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

Consulting services

ARTICLE IV SHARES

The number of shares of stock is: 100

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: Wayne Reichman, President & Director
Address: 245 Porto Vecchio Way
Palm Beach Gardens, FL 33418

Name and Title: Jason Reichman, Vice President & Director
Address: 245 Porto Vecchio Way
Palm Beach Gardens, FL 33418

Name and Title: Greg Reichman, Treasurer & Director
Address: 245 Porto Vecchio Way
Palm Beach Gardens, FL 33418

Name and Title: Rona Goldstein, Secretary & Director
Address: 245 Porto Vecchio Way
Palm Beach Gardens, FL 33418

Name and Title: _____
Address: _____

Name and Title: _____
Address: _____
Rona Goldstein

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: Rona Goldstein
Address: 245 Porto Vecchio Way
Palm Beach Gardens, FL 33418

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Name: Rona Goldstein
Address: 245 Porto Vecchio Way
Palm Beach Gardens, FL 33418

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Rona Goldstein
Required Signature/Registered Agent

12/19/11
Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Rona Goldstein
Required Signature/Incorporator

12/19/11
Date

FILED
2 FEB 29 PM 4:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA