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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



CT  
a Wolters Kluwer business

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

850 222 1092 tel  
850 222 7615 fax  
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December 29, 2006

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

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06 DEC 29 PM 4:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Order #: 6818438 SO  
Customer Reference 1: none given  
Customer Reference 2:

Dear Department of State, Florida:

Please file the attached:

CPS Communications, Inc. (FL)  
Conversion  
Florida

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

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

Sincerely,

Jennifer Murphy  
Fulfillment Specialist  
jennifer.murphy@wolterskluwer.com

Please file 1st

**CERTIFICATE OF CONVERSION  
PURSUANT TO SECTION 607.1113  
OF  
THE FLORIDA STATUTES**

**FILED**  
06 DEC 29 PM 4:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Title XXXVI, Chapter 607, Section 607.1113 of the Florida Statutes, CPS Communications, Inc., a Florida profit corporation (the "Corporation"), certifies as follows:

1. The name of the corporation converting into the "other business entity" is: CPS Communications, Inc.
2. The name of the "other business entity" is: CPS Communications LLC.
3. The "other business entity" is a limited liability company organized under the laws of Delaware.
4. The Corporation has been converted into a Delaware limited liability company by the authority of, and in compliance with, Title XXXVI, Chapter 607, Section 607.1112 of the Florida Statutes and Section 18-214 of the Delaware Limited Liability Company Act.
5. The Plan of Conversion has been approved and adopted by the board of directors and the sole shareholder of the Corporation pursuant to Title XXXVI, Chapter 607, Section 607.1112(6) of the Florida Statutes.
6. The effective date of this conversion under the laws of Delaware was December 22, 2006.
7. The address of the principal office of CPS Communications LLC is:  
  
c/o Haymarket Media, Inc.  
114 West 26th Street, 3rd Floor  
New York, New York 10001
8. CPS Communications LLC appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida profit corporation, including any appraisal rights of shareholders of the converting Florida profit corporation under Sections 607.1301 through 607.1333, Florida Statutes. The Florida Department of State may use the following street and mailing address for purposes of Section 607.1114(4), Florida Statutes:  
  
c/o Haymarket Media, Inc.  
114 West 26th Street, 3rd Floor  
New York, New York 10001
9. The Corporation's sole shareholder approved the Plan of Conversion, and the appraisal rights provided in Title XXXVI, Chapter 607, Sections 607.1301 through 607.1333 of the Florida Statutes do not apply.

IN WITNESS WHEREOF, the Corporation caused this Certificate to be signed by its authorized officers this 27<sup>th</sup> day of December, 2006.

CPS Communications, Inc.,  
a Florida profit corporation

By: William Pecover  
Name: William Pecover  
Title: President

By: Michael Kriak  
Name: Michael Kriak  
Title: Secretary