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07 OCT 23 PM 1:52

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 279648 4325525

AUTHORIZATION :

COST LIMIT : ~~4325525~~

ORDER DATE : October 18, 2007

ORDER TIME : 12:28 PM

ORDER NO. : 279648-005

CUSTOMER NO: 4325525

Handwritten: 43.75, 87.50, and a scribble.

Handwritten signature and stamp: 07 OCT 23 PM 1:52 FILED, SECRETARY OF STATE, FLORIDA.

DOMESTIC AMENDMENT FILING

NAME: DOUGLAS MACHINES CORP.

EFFECTIVE DATE:

XX\_\_\_ ARTICLES OF CONVERSION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX\_\_\_ CERTIFIED COPY

\_\_\_ PLAIN STAMPED COPY

XX\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds -- EXT# 2933

EXAMINER'S INITIALS: \_\_\_\_\_

**FILED**  
07 OCT 23 PM 1:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Certificate of Conversion**  
For  
**Florida Profit Corporation**  
Into  
**"Other Business Entity"**

This Certificate of Conversion is submitted to convert the following **Florida Profit Corporation into an "Other Business Entity"** in accordance with s. 607.1113, Florida Statutes.

1. The name of the Florida Profit Corporation converting into the "Other Business Entity" is:

Douglas Machines Corp.

2. The name of the "Other Business Entity" is:

Douglas Machines Corp.

3. The "Other Business Entity" is a corporation organized, formed or incorporated under the laws of Delaware.

4. The above referenced Florida Profit Corporation has converted into an "Other Business Entity" in compliance with Chapter 607, F.S., and the conversion complies with the applicable laws governing the "Other Business Entity."

5. The Plan of Conversion was approved by the converting Florida Profit Corporation in accordance with Chapter 607, F.S.

6. This conversion was effective under the laws governing the "Other Business Entity" on October 23, 2007.

7. This conversion shall be effective in Florida on October 23, 2007.

8. The "Other Business Entity's" principal office address, if any:

2101 Calumet Street  
Clearwater, Florida 33765

9. If the "Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Other Business Entity":

a.) 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 ss. 607.1301-607.1333, Florida Statutes.

b.) Lists the following street and mailing address of an office, which the Florida Department of State may use for purposes of s. 607.1114(4), Florida Statutes.

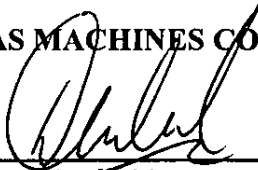
Street Address: 2101 Calumet Street  
Clearwater, Florida 33765

Mailing Address: 2101 Calumet Street  
Clearwater, Florida 33765

10. The "Other Business Entity" has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under ss. 607-1301-607.1333, F.S.

Signed as of the 23 day of October, 2007.

**DOUGLAS MACHINES CORP.**

  
\_\_\_\_\_  
David A. Ward, President

## PLAN OF CONVERSION

This Plan of Conversion for Douglas Machines Corp. is entered in accordance with Florida Business Corporation Act, pursuant to Section 607.1112, Florida Statutes.

1. The name of the domestic corporation is Douglas Machines Corp. (the "Domestic Corporation") and the name of the other business entity to which the Domestic Corporation is to be converted is Douglas Machines Corp., a Delaware corporation formed pursuant to said conversion (the "Converted Corporation").

2. The pre-conversion outstanding shares of capital stock of the Domestic Corporation consist of ten thousand (10,000) shares of common stock, \$1.00 par value (the "Domestic Shares").

3. The conversion of the Domestic Corporation into the Converted Corporation shall be effective upon the filing of the filing of the Certificate of Conversion and related documents with the Florida Secretary of State and the Delaware Secretary of State. Each of the ten thousand (10,000) pre-conversion Domestic Shares shall be cancelled and reissued as one (1) share of common stock, \$1.00 par value, of the Converted Corporation for which new stock certificates shall be issued to pre-conversion stockholders of the Domestic Corporation upon surrender to Douglas Machines Corp. of such stockholders' certificates formerly representing the Domestic Shares. Upon the completion of this conversion, ten thousand (10,000) shares of the Converted Corporation shall be issued and outstanding to the pre-conversion stockholders of the Domestic Corporation resulting in the same number of shares and percentage of ownership held by each pre-conversion stockholder. The Converted Corporation shall be incorporated in and governed by the laws of the State of Delaware.

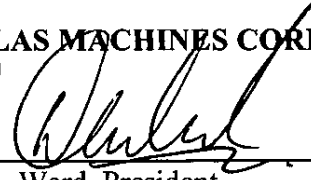
4. Shareholders of the Domestic Corporation who would be entitled to vote and who dissent from the conversion pursuant to Section 607.1321 of the Florida Business Corporation Act, may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding appraisal rights, to be paid the fair value of their shares.

5. The board of directors and shareholders of the Domestic Corporation have adopted and approved this Plan of Conversion.

6. The Certificate of Conversion to be filed with the Delaware Secretary of State is attached as Exhibit A and the Certificate of Incorporation of the Converted Corporation to be filed with the Delaware Secretary of State is attached as Exhibit B.

Signed as of the 8th day of October, 2007.

DOUGLAS MACHINES CORP.

  
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David A. Ward, President