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SECURITY OF STATE

Spage

Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

November 30, 2002

SUBJECT: Impact Talent Management LLC

Enclosed is an original and one copy of the Articles of Organization, a Designation and Acceptance of Registered Agent, and Certificate of Conversion for a Florida Limited Liability Company.

Please provide a certificate of status.

Two checks totalling \$155.00 are enclosed. This represents payment for:

Articles of Organization, Designation of and Acceptance by a Registered Agent, Certificate of Conversion, and a Certificate of Status.

3397 S. Kirkman Rd., Suite # 1411.

Orlando, FL 32811

(407) 294-9865

FILED

CERTIFICATE OF CONVERSION TO A LIMITED LIABILITY COMPANY

Pursuant to section 608.439, Florida Statutes, the following unincorporated business entity hereby submits this certificate of conversion to convert to a Florida limited liability company:

FIRST:

The name of the unincorporated business immediately prior to filing this document

was: Impact Talent Management.

SECOND:

The date on which and the jurisdiction in which the unincorporated business was

first created or otherwise came into being are:

A. Date: December 15, 2001

B. Jurisdiction: Florida

THIRD:

The name of the limited liability company as set forth in the articles of organization

being filed herewith is: Impact Talent Management LLC.

Rafael Rios

FINE 2

ARTICLES OF ORGANIZATION

OF

Impact Talent Management LLC

ARTICLE I. NAME.

The name of this limited liability company is Impact Talent Management LLC

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of this limited liability company is 3397 S. Kirkman Rd., Suite # 1411, Orlando, Florida 32811.

ARTICLE III. REGISTERED AGENT AND REGISTERED OFFICE

The name and the Florida street address of the registered agent are Rafael Rios, 3397 S. Kirkman Rd., Suite # 1411, Orlando, Florida 32811.

Rafael Rios

OV -5 MIN 2

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

FOR A FLORIDA LIMITED LIABILITY COMPANY

Pursuant to the provisions of F.S. 608.415, the undersigned limited liability company, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

- 1. The name of the limited liability company is Impact Talent Management LLC.
- 2. The name of the registered agent is Rafael Rios.
- 3. The address of the registered agent/registered office is 3397 S. Kirkman Rd., Suite # 1411, Orlando, Florida 32811.

Acceptance

Having been named as registered agent and designated to accept service of process for the above limited liability company, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Rafael Rios

Date: 10.29.02