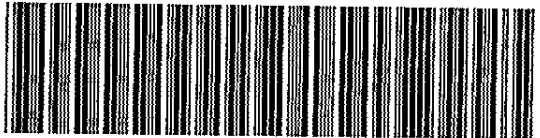


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Contact:

Mary Kuka-Marchese

Stephen Marchese

1371 Fayetteville Dr

Spring Hill, FL 34609

352-686 0437

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Special Instructions to Filing Officer:

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W. P. Verifier	DCC

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03 AUG -4 AM 8:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## CERTIFICATE OF CONVERSION

Pursuant to section 608.439, Florida Statutes, the following unincorporated business entity hereby submits the attached articles of organization and 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:

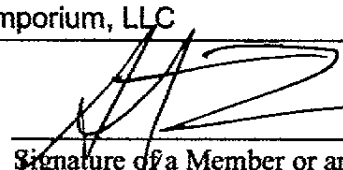
Skychild Emporium

SECOND: The date on which and the jurisdiction in which the unincorporated business was first created or otherwise came into being are:

- A. Date: July 1999
- B. Jurisdiction: Florida
- C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: \_\_\_\_\_

THIRD: The name of the limited liability company as set forth in the attached articles of organization is:

Skychild Emporium, LLC

  
\_\_\_\_\_  
Signature of a Member or an Authorized Representative of a Member  
(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Stephen Marchese

Typed or Printed Name of Signee

### FILING FEES:

\$100.00 Filing Fee for Articles of Organization  
\$ 25.00 Filing Fee for Registered Agent Designation  
\$ 25.00 Filing Fee for Certificate of Conversion  
\$ 30.00 Certified Copy (optional)  
\$ 5.00 Certificate of Status (optional)

(Note: Section 608.439, F.S., does not provide for a corporation to convert to a limited liability company.)

03 AUG - 11 AM 8:00  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Member Managed

**Skychild Emporium, LLC,  
a Florida Limited Liability Company**

**Articles of Organization**

The undersigned hereby execute and acknowledge the following Articles of Organization for the purpose of forming a limited liability company under the laws of the State of Florida Act.

**ARTICLE I**

**Name of LLC**

The name of the limited liability company is Skychild Emporium, LLC.

**ARTICLE II**

**Address of Principal Place of Business**

The mailing address and street address of the company's principal place of business in this state is 1371 Fayetteville Drive, Spring Hill, Florida, 34609.

**ARTICLE III**

**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The name and street address of the initial registered agent of the Limited Liability company are:

**NAME**

**ADDRESS**

Stephen Marchese

1371 Fayetteville Drive  
Spring Hill, Florida, 34609

FILED  
03 AUG -4 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### ARTICLE IV

##### Name and Address of Each Organizer

The name and business address of each organizer is:

<u>NAME</u>	<u>ADDRESS</u>
Stephen Marchese	1371 Fayetteville Drive Spring Hill, Florida 34609
Mary Kuka-Marchese	1371 Fayetteville Drive Spring Hill, Florida 34609

#### ARTICLE V

##### DURATION

The date and time when the existence of the limited liability company shall commence shall be the date of filing of these Articles with the Department of State. This limited liability company shall exist perpetually, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

#### ARTICLE VI

##### Form of Management

The management of Skychild Emporium, LLC shall be vested in the members. The names and street addresses of the members are:

<u>NAME</u>	<u>ADDRESS</u>
Stephen Marchese	1371 Fayetteville Drive Spring Hill, Florida 34609
Mary Kuka-Marchese	1371 Fayetteville Drive Spring Hill, Florida 34609

FILED  
03 JUN - 2007  
AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE VI

### Voting

Each percentage of membership interest has one vote on each matter on which the membership interest is entitled to vote. Cumulative voting is allowed. With respect to any matter, other than the election of the Managers, for which the affirmative vote of the holders of a specified portion of the membership interest entitled to vote is required by the Florida Limited Liability Company Act, and notwithstanding that such Act may require a portion of the membership interest entitled to vote that exceeds that specified in this Article, the act of the Members on that matter shall be the affirmative vote of the holders of a majority of the membership interest entitled to vote on that matter, rather than the affirmative vote otherwise required by such Act.

## ARTICLE VII

### Company Actions

(a) Any action required by the State of Florida Limited Liability Company Act and any amendments to that act, shall be taken at any annual or special meeting of Members of the Limited Liability Company.

(b) Or any action which may be taken at any annual or special meeting of Members of the Limited Liability Company, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of membership interest having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all membership interest entitled to vote on the action were present and voted.

(c) Any such written consent must be dated, signed and delivered in the manner required by, and shall be effective for the period specified by the State of Florida Limited Liability Company Act, and any amendments thereto, and the taking of any such action by written consent shall be subject to satisfaction of all applicable requirements of such Act.

(d) Prompt notice of the taking of any action by Members without a meeting by less than unanimous written consent shall be given to those Members who did not consent in writing to the action.

## ARTICLE VIII

### Indemnification

FILED  
03 AUG - 4 8 00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Skychild Emporium, LLC  
Articles of Organization

(a) The company shall indemnify every manager, and the manager's heirs, executors and administrators, against expenses actually and reasonably incurred by the manager, as well as against any amount paid upon a judgment in connection with any action, suit, or other proceeding, civil or criminal, to which the manager may be made a party by reason of having been a manager of this limited liability company.

(b) This indemnification is being given because the manager(s) will be requested by the company to act for and on behalf of the company and for the company's benefit.

(c) This indemnification is not exclusive of other rights to which the manager(s) may be entitled.

(d) The manager(s) are entitled to the fullest indemnification allowed by the current law or as the law may be amended after the adoption of these articles.

(e) A manager shall be liable to the company for the following actions:

(1) Any breach of his or her duty of loyalty to the company or to its members;

(2) An act or omission that was taken in bad faith and which constitutes a breach of the Manager's duty to the company by an act that is grossly negligent, malicious, or intentional, as those terms are defined at law;

(3) A transaction in which the manager benefits to the detriment of the company or its members.

(4) An action for which the manager is liable at law and for which an indemnification is not allowed.

03 AUG -4 4:00 PM  
FILED  
CLERK OF THE  
TALAMON, HODDGE  
SECRETARY

## ARTICLE IX

### Purpose

The purpose for which this limited liability company is organized is to transact any and all lawful business for which limited liability companies may be organized under the laws of the State of Florida, including, but not limited to, the following:

(a) To carry on any business or any other legal or lawful activity allowed by law;

(b) To acquire, own, use, convey, and otherwise dispose of and deal in real or personal property or any interest in such property;

(c) To do such other acts as are incidental to the foregoing or desirable in order to accomplish the purpose for which the company was formed;

(d) To have and exercise all rights and powers that are now or may hereafter be granted to a limited liability company by law.

The foregoing shall be construed as objects, purposes and powers, and enumeration thereof shall not be held to limit or restrict in any manner the powers hereafter conferred on this limited liability company by the laws of the State of Florida.

## ARTICLE X

### Right To Continue Business

In the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in Skychild Emporium, LLC the remaining members have the right under the Operating Agreement to continue the business of Skychild Emporium, LLC.

## ARTICLE XI

### Treatment as Partnership

Skychild Emporium, LLC is intended to be treated as a partnership for purposes of federal income taxation.

FILED  
AUG 14 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE XII**

**Certificate of Membership; Transferability of Certificate**

A member's interest in Skychild Emporium, LLC may be evidenced by a certificate of membership interest signed by two members designated by the Company, which may be assigned or transferred. The right to assign or transfer a member's interest in Skychild Emporium, LLC is limited by the provisions of the Operating Agreement.

**ARTICLE XIX**

**Capital and Additional Members**

Members shall be required to make additional contributions to the capital of the company. Additional members shall be admitted upon the written consent of all the members. There are no preemptive rights on behalf of any Member.

IN WITNESS WHEREOF, we have here unto set our hands on this  
DAY OF July, 2003.

  
Stephen Marchese

  
Mary Kuka-Marchese

FILED  
AUG 14 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT**

Having been named as Registered Agent and to accept service of process for Skychild Emporium, LLC., at the place designated in the Articles, 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



Skychild Emporium, LLC  
Articles of Organization

of my duties, and I am familiar with and accept the obligations of my position as  
Registered Agent.

July 31, 2003  
Date

  
Stephen Marchese, Registered Agent  
1371 Fayetteville Drive  
Spring Hill, FL 34609

**FILED**  
03 AUG -4 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA