

204 0000 65682

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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MAIL

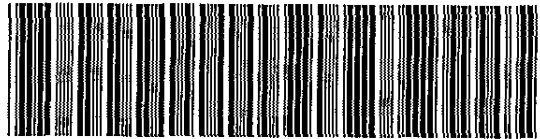
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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06 FEB 13 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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[Signature]

EDWARDS ANGELL PALMER & DODGE LLP

350 East Las Olas Boulevard / Suite 1150 Fort Lauderdale, FL 33301 954.727.2600 fax 954.727.2601 eapdlaw.com

Locksley A. Rhoden

561.820.0293

fax 888.325.9660

lrhoden@eapdlaw.com

February 10, 2006

VIA FEDEX - 1 DAY

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

Re: Filing of Sword Marine Technology, LLC Certificate of Conversion

To Whom It May Concern:

Enclosed is Sword Marine Technology, LLC's Certificate of Conversion for Florida Limited Liability Company Into Other Business Entity and the corresponding \$55.00 filing fee.

Please file the Certificate with the Florida Department of State and provide a certified copy of the filing as soon as possible.

If you have any questions, please feel free to contact me.

Sincerely,



Locksley A. Rhoden

Enclosures

06 FEB 13 PM 3:45
STATE OF FLORIDA
DIVISION OF STATE
MILITARY AFFAIRS

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**CERTIFICATE OF CONVERSION FOR
FLORIDA LIMITED LIABILITY COMPANY
INTO OTHER BUSINESS ENTITY
PURSUANT TO SECTION 608.4403
OF THE FLORIDA LIMITED LIABILITY COMPANY ACT**

1. The name of the Florida limited liability company converting into the "Other Business Entity" is:

Sword Marine Technology, LLC - 104-65682

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

Sword Marine Technology, Inc.

3. The "Other Business Entity" is a corporation incorporated under the laws of the State of Delaware.

4. The above referenced Florida limited liability company has converted into an "Other Business Entity" in compliance with Section 608.4401 and Section 608.4402 of the Florida Limited Liability Company Act and the conversion complies with the applicable laws governing a corporation incorporated under the laws of the State of Delaware.

5. The plan of conversion was approved by Sword Marine Technology, LLC, the converting Florida limited liability company, in accordance with Section 608.4402 of the Florida Limited Liability Company Act.

6. The conversion shall be effective upon the later of the filing of this Certificate of Conversion with the Florida Secretary of State and the filing of a Certificate of Conversion with the Delaware Secretary of State pursuant to Section 265 of the Delaware General Corporation Law, *provided* that, to the extent legally permissible, the effective date of the conversion for all other legal, tax, accounting and other purposes shall be the opening of business on January 1, 2006.

7. The principal address of Sword Marine Technology, Inc. is:

1815 North US Highway One
Ormond Beach, FL 32174

8. For purposes of service of process in a proceeding to enforce obligations of the converting limited liability company, including any appraisal rights of the converting Florida limited liability company under Section 608.4351-608.43595 of the Florida Statutes, the following street and mailing address may be used for purposes of Section 48.181 of the Florida Statutes:

1815 North US Highway One
Ormond Beach, FL 32174

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STATE
OF
FLORIDA

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9. The converting Florida limited liability company has agreed to pay any members having appraisal rights the amount to which such members are entitled under Section 608.4403(1)(f) of the Florida Limited Liability Company Act.


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dated: February 1, 2006

Sword Marine Technology, LLC

By:


Jefferson J. Gregory
Authorized Person

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06 FEB 13 PM 3:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA