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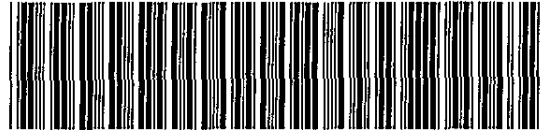
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DATE: 06-28-05

NAME: BOULDER CAPITAL TRADING LLC

TYPE OF FILING: CONVERSION

COST: \$150 

RETURN:

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE 

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:

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TALLAHASSEE, FLORIDA

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

Boulder Capital Trading LLC

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

MO4000001102

- A. Date: 11/20/2002
B. Jurisdiction: New York
C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its

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

Boulder Capital Trading LLC

Angela E. Howard

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.)

by Angela Howard, as attorney in fact for Evan David, Member

Typed or Printed Name of Signee

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

ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
Boulder Capital Trading LLC

Article II. Address

The Company's street and mailing address is:
Boulder Capital Trading LLC
12807 Lake Drive Extension
Ste. 102
Delray Beach FL 33444

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Article III. Registered Agent

The name and street address of the Company's registered agent is:
Marc Solomon, Esq.
2385 Executive Center Drive, Suite 190
Boca Raton FL 33431

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Marc Solomon, Esq. | FL Bar Member 0523010
2385 Executive Center Drive, Suite 190
Boca Raton FL 33431
561-999-8960

Article V. Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

Article VI. Management

This will be a member-managed company. The name and address of each member is:

EVAN DAVID
12807 Lake Drive Extension Ste. 102 Delray Beach FL 33444
CRAIG SCHLIFSTEIN
12807 Lake Drive Extension Ste. 102 Delray Beach FL 33444

Article VII. Company Existence

The Company's existence shall begin effective as of 6/28/2005.

The undersigned authorized representative of a member executed these Articles of Organization on 6/28/2005.

Angela E. Howard

MARC SOLOMON, ESQ.

by A.E. Howard as attorney-in-fact

Marc Solomon, Esq. | FL Bar Member 0523010
2385 Executive Center Drive, Suite 190
Boca Raton FL 33431
561-999-8960

STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

Boulder Capital Trading LLC

REGISTERED AGENT/OFFICE:

Marc Solomon, Esq.
2385 Executive Center Drive, Suite 190
Boca Raton FL 33431

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

Angela E. Howard

MARC SOLOMON, ESQ.
by A.E. Howard as attorney-in-fact

Date: 6/28/2005.

Marc Solomon, Esq. | FL Bar Member 0523010
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