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| PICK-UP | WAIT | MAIL |
| (Business Entity Name) | | |
| (Document Number) | | |
| Certified Copies | _ Certificates o | f Status |
| Special Instructions to Filing Officer: | | |
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SCUSSING SERVICE

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Corporation Service for Altorneys

CORPORATION OUTFITS

STOCK AND BOND CERTIFICATES MINUTE BOOKS, SEAL

M. BURR KEIM COMPANY

2021 ARCH STREET
PHILADELPHIA, PA 19103-1491
(215) 563-8113
(FAX) (215) 977-9386
1-800-533-8113

October 11, 2005

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

RE: M CUBED, LLC

Ladies/Gentlemen:

Enclosed is a certificate of conversion with attached articles of organization for the above limited liability company. Also enclosed is our check for \$155.00 for the filing fee.

Please expedite the filing and return a Certificate of Status to us as soon as possible in the enclosed Federal Express envelope.

We thank you for your assistance.

Very truly yours,

M. BURR KEIM COMPANY

Robert Worthington

RW:sl Enclosure

CERTIFICATE OF CONVERSION

Pursuant to section 608.439, Florida Statutes, the following unincorporated business entity hereby submits the <u>attached articles of organization</u> 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 |
|--|
| M CUBED, LLC |
| SECOND: The date on which and the jurisdiction in which the unincorporated business was first created or otherwise came into being are: A. Date: 1/30/2001 B. Jurisdiction: NEW JERSEY 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: |
| M CUBED, LLC |
| Signature of a Member of 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.) ARTHUR R. MYERS, III AUTHORIZED MEMBER 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.)

Y

| ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY | | |
|---|---|--|
| ARTICLE I - Name: | | |
| The name of the Limited Liability Company is | : | |
| | | |
| M CUBED, LLC | · | |
| (Must end with the words "Limited Liability Company, "Lim | ited Company" or their abbreviation "LLC," or "L.C.,") | |
| ARTICLE II - Address: | | |
| The mailing address and street address of the p | principal office of the Limited Liability Company is: | |
| Principal Office Address: | Mailing Address: | |
| | | |
| 26 LAKE DRIVE | 26 LAKE DRIVE | |
| PALM BEACH SHORES, FL 33404 | PALM BEACH SHORES, FL 33404 | |
| The name and the Florida street address of the ARTHUR R. MYERS, J | | |
| Num | | |
| 26 LAKE DRIVE | | |
| Florida street a | ddress (P.O. Box <u>NOT</u> acceptable) | |
| PALM BEACH SHORES | FL 33404 | |
| City, State | , and Zip | |
| liability company at the place designated in registered agent and agree to act in this capac | o accept service of process for the above stated limited a this certificate, I hereby accept the appointment as ity. 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 re | gistered agent as provided for in Chapter 608, F.S | |
| an PM | \ | |
| Registered Agent's Sign | dure (REQUIRED) | |

(CONTINUED) Page 1 of 2

Title: "MGR" = Manager "MGRM" = Managing Member MGR ARTHUR R. MYERS, III 26 LAKE DRIVE PALM BEACH SHORES, FL 33404 (Use attachment if necessary) ARTICLE V: Effective date, if other than the date of filing: (If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.) REQUIRED SIGNATURE:

ARTICLE IV- Manager(s) or Managing Member(s):

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.)

ARTHUR R. MYERS, III AUTHORIZED MEMBER
Typed or printed name of signee

Filing Feer:

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent
\$ 30.00 Certified Copy (Optional)
\$ 5.00 Certificate of Status (Optional)