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OCT - 6 2011

EXAMINER



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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS
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Wolters Kluwer
Corporate Legal Services

CT Corporation

1203 Governors Square Blvd.
Tallahassee, FL 32301-2960

850 222 1092 tel
850 878 5368 fax
www.ctcorporation.com

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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October 6, 2011

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 8260698 SO
Customer Reference 1: 14RC-138146
Customer Reference 2: None Given

Dear Department of State, Florida:

Please obtain the following:

SecurityPoint Holdings, LLC (FL)
Conversion
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Connie R Bryan
Senior Fulfillment Specialist
Connie.Bryan@wolterskluwer.com

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 OCT -6 PM 4:07

Certificate of Conversion

For

Florida Limited Liability Company

Into

"Other Business Entity"

This Certificate of Conversion is submitted to convert the following **Florida Limited Liability Company into an "Other Business Entity"** in accordance with s. 608.4403, Florida Statutes.

1. The name of the Florida Limited Liability Company converting into the "Other Business Entity" is: SecurityPoint Holdings, LLC

Enter Name of Florida Limited Liability Company

2. The name of the "Other Business Entity" is: SecurityPoint Holdings, Inc.

Enter Name of "Other Business Entity"

3. The "Other Business Entity" is a corporation
(Enter entity type. Example: corporation, limited partnership,
general partnership, common law or business trust, etc.)

organized, formed or incorporated under the laws of the State of Delaware
(Enter state, or if a non-U.S. entity, the name of the country)

4. The above referenced Florida Limited Liability Company has converted into an "Other Business Entity" in compliance with Chapter 608, F.S., and the conversion complies with the statute or applicable law governing the "Other Business Entity."

5. The plan of conversion was approved by the converting Florida Limited Liability Company in accordance with Chapter 608, F.S.

6. If applicable, the written consent of each member who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to s. 608.4402(2), F.S.

7. This conversion was effective under the laws governing the "Other Business Entity" on: October 6, 2011

8. This conversion shall be effective in Florida on: October 6, 2011.
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date of the conversion under the laws governing the "Other Business Entity.")

9. The principal office address of the "Other Business Entity" under the laws of the state, country, or jurisdiction in which such entity was organized is as follows:

SecurityPoint Holdings
11201 Corporate Circle N.
St. Petersburg, FL 33716

10. If the "Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Other Business Entity":

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida limited liability company, including any appraisal rights of its members under ss. 608.4351-608.43595, F.S.


b.) Lists the following street and mailing address of an office the Florida Department of State may use for purposes of s. 48.181, F.S.

Street Address: SecurityPoint Holdings
11201 Corporate Circle N.
St. Petersburg, FL 33716

Mailing Address: SecurityPoint Holdings
11201 Corporate Circle N.
St. Petersburg, FL 33716

11. The "Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 608.4351-608.43595, F.S.

Signed this 30th day of September, 2011

Signature: 
Must be signed by a Member or Authorized Representative

Printed Name: Joseph T. Ambrefe, Jr. Title: ^{Member} President and Chief Executive Officer

Fees: Filing Fee: \$25.00
Certified Copy: \$30.00 (Optional)
Certificate of Status: \$ 5.00 (Optional)