U06000073116

_____
(Requestor's Name)

_____
(Address)

_____
(Address)

_____
(City/State/Zip/Phone #)

☐ PICK-UP   ☐ WAIT   ☐ MAIL

_____
(Business Entity Name)

_____
(Document Number)

Certified Copies _____   Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

07/21/06--01034--016   **180.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2006 JUL 21 PM 3: 36

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

This Certificate of Conversion **and attached Articles of Organization** are submitted to convert the following **"Other Business Entity" into a Florida Limited Liability Company** in accordance with s.608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

_____upgradesuccess.com, LLC_____.
(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a ___limited liability company_____.
   (Enter entity type. Example: corporation, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

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

on ___April 14, 2005_____.
   (Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

_____N/A_____.

4. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization:**

_____upgradesuccess.com, LLC_____.
(Enter Name of Florida Limited Liability Company)

Page 1 of 2

5. If not effective on the date of filing, enter the effective date:_____.
**(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 listed in the attached Articles of Organization, if an effective date is
listed therein.)**

Signed this ___10th___ day of ___July_____ 20_06_____ .

Signature of Authorized Person:_____

Printed Name: ___Tina Dunsford_____ Title: ___Authorized Representative___

Fees:

Certificate of Conversion:	$25.00
Fees for Florida Articles of Organization:	$125.00
Certified Copy:	$30.00 (Optional)
Certificate of Status:	$5.00 (Optional)

2006 JUL 21 PM 3: 37
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF ORGANIZATION
OF
UPGRADESUCCESS.COM, LLC

The undersigned, acting as the authorized representative of the organizing member of a limited liability company under the Florida Limited Liability Company Act, adopts the following Articles of Organization for such limited liability company (the "Company"):

ARTICLE I
Name

The name of the limited liability company is upgradesuccess.com, LLC.
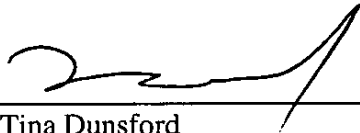
ARTICLE II
Principal Office and Mailing Address

The principal office and mailing address of the Company is 8870 N. Himes Ave. #329, Tampa, Florida 33614-1627.

ARTICLE III
Initial Registered Agent and Office

The street address of the initial registered office of the Company is 501 E. Kennedy Blvd., Suite 1700, Tampa, Florida 33602, and the name of its initial registered agent at that address is Fowler White Boggs Banker P.A., c/o Tina Dunsford.

Dated this 18th day of July, 2006.

By:_____
Name: Tina Dunsford
Title: Authorized Representative

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for upgradesuccess.com, LLC, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated this _____ day of July, 2006.

REGISTERED AGENT:

FOWLER WHITE BOGGS BANKER P.A.

By:_____

Name: Tina Dunsford

Title: Authorized Agent

#1852625v1

2006 JUL 21 PM 3:37

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

2