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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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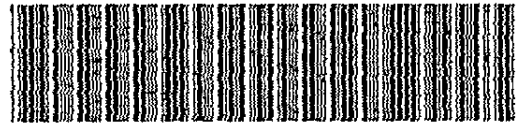
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DB

· WERTHEIMER & KIPNIS, LLC
LAW OFFICES

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SENDER'S E-MAIL ADDRESS: LBRAY@WK-LAW.NET

Licensure
* Maryland
† District of Columbia
Δ Virginia
LAURA BRAY, Paralegal
MARLA WOLFF, Legal Assistant

August 9, 2006

By Federal Express
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

RE: (i) Certificate of Conversion for "Other Business Entity" Into Florida Limited Liability Company, and (ii) related Articles of Organization for IPSL LLC

Dear Sir or Madam:

Enclosed herewith please find the original (x) Certificate of Conversion, and (y) Articles of Organization for the above-referenced LLC. Also enclosed please find a check payable to the Florida Department of State in the amount of \$150 to cover the costs of the filing fees and designation of Registered Agent (\$25 for the Certificate of Conversion, \$125 for the Articles of Organization and designation of Registered Agent).

Please feel free to contact me if you have any questions or comments regarding this matter.

Sincerely yours,


Laura Bray

cc: Mr. Robert M. Keats (w/ encl., by facsimile: 301-654-8894)
Michael Healy, CPA (w/ encl., by facsimile: 301-469-3879)
Marc Wertheimer, Esq.

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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:

IPSI, 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 Maryland

(Enter state, or if a non-U.S. entity, the name of the country)

on 9/17/1999

(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**:

IPSI, LLC

(Enter Name of Florida Limited Liability Company)

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5. If not effective on the date of filing, enter the effective date: N/A
(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.)

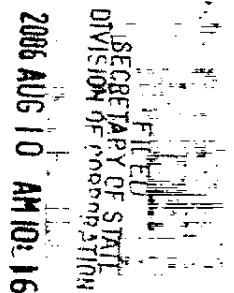
Signed this 8th day of August 2006

Signature of Authorized Person: 

Printed Name: Marc Wertheimer Title: Attorney

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)



ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

IPSI, LLC

(Must end with the words "Limited Liability Company," "Limited Company" or their abbreviation "LLC," or "L.C.,")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

2660 South Ocean Blvd.

#304N

Palm Beach, Florida 33480

Mailing Address:

2660 South Ocean Blvd.

#304N

Palm Beach, Florida 33480

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

Paracorp Incorporated

Name

236 E. 6th Ave.

Florida street address (P.O. Box **NOT** acceptable)

Tallahassee FL 32303

City, State, and Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. 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 registered agent as provided for in Chapter 608, F.S..

Please see attached consent of registered agent

Registered Agent's Signature (REQUIRED)

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Page 1 of 2

2006 AUG 10 AM 10:16

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

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

MGR

Name and Address:

Robert M. Keats

2660 South Ocean Blvd., #304N
Palm Beach, Florida 33480

MGR

Michael Healy, CPA

7315 Wisconsin Avenue, Suite 424E

Bethesda, Maryland 20814

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: N/A

(OPTIONAL)

(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:



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.)

Marc Wertheimer, Esq.

Typed or printed name of signee

Filing Fees:

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)

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STATE OF FLORIDA
REGISTERED AGENT CONSENT FORM


DATE: August 2, 2006

ENTITY NAME: IPSI, LLC

REGISTERED AGENT NAME AND ADDRESS:

Paracorp Incorporated
236 East 6th Avenue
Tallahassee, FL 32303

Paracorp Incorporated, having been designated to act as Statutory Agent, hereby consents to act in that capacity for the above-referenced entity until removed or resignation is submitted in accordance with the Florida Revised Statutes.



Denise Zollner, Assistant Secretary
Paracorp Incorporated

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