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(Requestor's Name)

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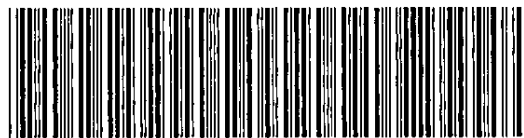
(Business Entity Name)

(Document Number)

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

9/16/2010

B. KOHR

SEP 16 2010

EXAMINER

FILED
10 SEP 16 PM 2:15
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 510323 4307439

AUTHORIZATION

COST LIMIT : \$ 25.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 SEP 16 PM 2:15

ORDER DATE : September 15, 2010

ORDER TIME : 9:52 AM

ORDER NO. : 510323-005

CUSTOMER NO: 4307439

DOMESTIC AMENDMENT FILING

NAME: CAPITAL MARKETS HOLDINGS, LLC

File 15

XX CERTIFICATE OF CONVERSION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Kimberly Moret -- EXT# 2949

EXAMINER'S INITIALS: _____

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 SEP 16 PM 2:15

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:

Capital Markets Holdings, LLC

(Enter Name of Florida Limited Liability Company)

2. The name of the "Other Business Entity" is:

Capital Markets Holdings, Inc.

(Enter Name of "Other Business Entity")

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

organized, formed or incorporated under the laws 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: September 15, 2010

8. This conversion shall be effective in Florida on: September 15, 2010.
(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:

814 A1A North, Suite 303, Ponte Vedra Beach, FL 32082-3270

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: _____

Mailing Address: _____

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 15th day of September, 20 10

Signature: 
(Must be signed by a Member or Authorized Representative.)

Printed Name: Tom Millon Title: President and C.E.O.

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