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SECRETARY OF STATIONS

TALL ABASSEE FLOOR

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LAW OFFICES OF ANNAKAYE WILLIAMS

PROFESSIONAL ASSOCIATION — 10673 NORTH KENDALL DRIVE MIAMI, FLORIDA 33176

Telephone: (305) 279-5355

FACSIMILE: (305) 279-5356

VIA OVERNIGHT DELIVERY

January 12, 2007

Florida Department of State Registration Section, Division of Corporations Clifton Building 2661 Executive Center Circle Tallahassee, Florida 32301

Re: KEY CONSULANTS, LLC

Certificate of Conversion from Key Mortgage Solutions to Key Consultants, LLC

Document no.: P06000006814

Dear Sir or Madam:

Enclosed herewith, please find the following original documents to be filed respectively with the State of Florida Division of Corporations, along with a check in the amount of \$185.00, representing the \$5.00 fee for a Certificate of Status, \$25.00 for filing fees for Certificate of Conversion, \$125.00 for the filing fee for the Articles of Organization and \$30.00 for a Certified copy:

- Certificate of Conversion; and 1.
- 2. Articles of Organization.

Once the aforementioned documents have been filed with the State of Florida, kindly forward to this office the Certificate of Status and Certified copy of the conversion and Articles of Organization in the Federal Express envelope provided.

Should you have any questions, please feel free to contact the undersigned.

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enclosures

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

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

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: KEY MORTGAGE SOLUTIONS, INC. P0600006814
(Enter Name of Other Business Entity)
2. The "Other Business Entity" is a corporation
(Enter entity type. Example: corporation, limited partnership, sole proprietorsh general partnership, common law or business trust, etc.)
first organized, formed or incorporated under the laws of the State of Florida
(Enter state, or if a non-U.S. entity, the name of the country)
on January 17, 2006
(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:
Key Consultants, 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 11 day of January 20 07
Signature of Authorized Person:
Printed Name: John Perez Title: President
Fees:

\$25.00

\$125.00

\$30.00 (Optional) \$5.00 (Optional)

Page 2 of 2

Certificate of Conversion:

Certified Copy: Certificate of Status:

Fees for Florida Articles of Organization:

ARTICLES OF ORGANIZATION

Key Consultants, LLC

A LIMITED LIABILITY COMPANY

(Pursuant to Chapter 608, Florida Statutes)

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
- 1. Name. The name of the limited liability company is Key Consultants, LLC.
- 2. <u>Purpose.</u> The purpose of this limited liability company may include the transaction of any and all lawful business for which limited liability companies may be organized in the state of Florida.
- 3. Address of Principal Office. The street address of the principal office of the limited liability company is:

12855 Southwest 132 Street, Building 1B, Suite 105, Miami, Florida 33186

4. Mailing Address. The mailing address of the limited liability company is:

16102 Southwest 144 Terrace, Miami, Florida 33196

- 5. <u>Management.</u> The limited liability company is to be managed by one or more members and is, therefore, a member-managed company.
- 6. Registered Agent, Registered Office, and Registered Agents Signature. The name and the Florida street address of the registered agent is:

Annakaye Williams, Esq. Law Offices of Annakaye Williams, P.A. 10673 North Kendall Drive, Miami, Florida 33176 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 provisional 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.

Muchaye Williams, Esq.

7. <u>Effective Date.</u> The effective date of the limited liability company shall be the date of filing unless otherwise stated below:

John Perez
Member

Regina Perez
Member

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true and correct.)