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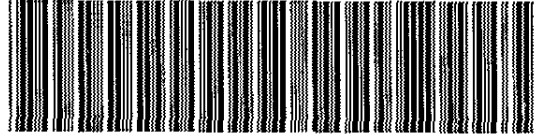
(Business Entity Name)

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DEFINITION OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 739629 81902A
AUTHORIZATION : *[Signature]*
COST LIMIT : ~~190.00~~

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : February 1, 2007
ORDER TIME : 9:57 AM
ORDER NO. : 739629-005
CUSTOMER NO: 81902A

180.00

DOMESTIC CONVERSION FILING

NAME: LEDDS INTERNATIONAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF CONVERSION
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Susie Knight -- EXT# 2956

EXAMINER'S INITIALS: _____

**CERTIFICATE OF CONVERSION
FOR
FLORIDA PROFIT CORPORATION
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 Florida Profit Corporation into a Limited Liability Company in accordance with Section 608.439 and Section 607.1112, Florida Statutes.

1. The name of the Florida Profit Corporation immediately prior to filing this Certificate of Conversion is **LEDDS INTERNATIONAL, INC.**
2. The above referenced Florida Profit Corporation was first organized under the laws of Florida on April 18, 1994. P9400029979
3. The above referenced Florida Profit Corporation has converted into a Florida Limited Liability Company in compliance with Chapter 607, F.S. (the "Florida Business Corporation Act") and Chapter 608, F.S. (the "Florida Limited Liability Company Act").
4. The plan of conversion was approved by the shareholders of the above referenced converting Florida Profit Corporation in accordance with Chapter 607, F.S.
5. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is **MANCINI INTERNATIONAL LLC.**
6. In accordance with Chapter 607, F.S., and Chapter 608, F.S., the effective date of this conversion shall be the date on which this Certificate of Conversion is accepted for filing by the Florida Secretary of State.
7. The principal office address and mailing address of the above referenced Florida Limited Liability Company are as follows:

Principal Place of Business:	3100 S.W. 15 th Street Deerfield Beach, FL 33442
Mailing Address:	6850 Nineteen Mile Road Sterling Heights, MI 48314
8. The above referenced Florida Profit Corporation has agreed to pay any members having appraisal rights the amount to which such members are entitled under Sections 607.1301 - 607.1333, Florida Statutes.

Signed this 31ST day of January, 2007.

LEDDS INTERNATIONAL, INC.

By: 
Printed Name: DANIEL C. MANCINI
Title: VICE PRESIDENT/DIRECTOR

Signed this 31ST day of January, 2007.

MANCINI INTERNATIONAL LLC

By: 
Printed Name: DANIEL C. MANCINI
Title: MANAGING MEMBER

ARTICLES OF ORGANIZATION
OF
MANCINI INTERNATIONAL LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I — Name:

The name of the Limited Liability Company (hereinafter referred to as the "Company") is **MANCINI INTERNATIONAL LLC**.

ARTICLE II — Duration:

The Company's period of duration shall be perpetual.

ARTICLE III — Address:

The mailing address of the Company is 6850 Nineteen Mile Road, Sterling Heights, MI 48314. The street address of the principal office of the Company is 3100 S.W. 15th Street, Deerfield Beach, FL 33442.

ARTICLE IV — Registered Agent and Address:

The name of the Company's initial registered agent is **DANIEL C. MANCINI**, and the street address of said registered agent is 3100 S.W. 15th Street, Deerfield Beach, FL 33442.

ARTICLE V — Purpose:

The purpose for which the Company is organized is to transact all lawful business for which companies may be organized under the Florida Limited Liability Company Act.

ARTICLE VI — Management:

The Company is to be managed by the Members and the name and address of the present Managing Members are:

**EDWARD A. MANCINI, Trustee of the
Edward A. Mancini Revocable Trust Under
Agreement dated March 31, 1994**

**6850 Nineteen Mile Road
Sterling Heights, MI 48314**

**DANIEL C. MANCINI, Trustee of the
Daniel C. Mancini Revocable Trust Under
Agreement dated March 31, 1994**

**3100 S.W. 15th Street
Deerfield Beach, FL 33442**

**STEVEN M. MANCINI, Trustee of the
Steven M. Mancini Revocable Trust Under
Agreement dated July 29, 1993**


**6850 Nineteen Mile Road
Sterling Heights, MI 48314**


IN WITNESS WHEREOF, the undersigned Managing Member of the Company has hereunto affixed his hand and seal this 31st day of January, 2007.


DANIEL C. MANCINI, Managing Member

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 30th day of January, 2007, by DANIEL C. MANCINI.

 (SEAL)
Notary Public
My Commission Expires:

NOTARY PUBLIC-STATE OF FLORIDA
 Elaine M. LaCross
Commission # DD524026
Expires: MAR. 01, 2010
Bonded Thru Atlantic Bonding Co., Inc.

Personally known OR
Produced Identification _____
Type of Identification Produced:

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is: **MANCINI INTERNATIONAL LLC.**

2. The name and address of the registered agent and office is:

**DANIEL C. MANCINI
3100 S.W. 15th Street
Deerfield Beach, FL 33442**

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 agrees 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, Florida Statutes.



DANIEL C. MANCINI, Registered Agent
Date: January 31st, 2007