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TALLAHASSEE, FLORIDA

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CONVERSION
OF
OTHER BUSINESS ENTITY
TO
FLORIDA LIMITED LIABILITY COMPANY

COVER LETTER

To: Registration Section, Division of Corporation

The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with Section 608.439, Florida Statutes.

Please return all correspondence concerning this matter to:

Derek A. Schwartz, Esquire
Derek A. Schwartz, P.A.
2385 Executive Center Drive
Suite 190
Boca Raton, FL 33431

For further information concerning this matter, please call:

Derek A. Schwartz, Esquire
(561) 981-8089 phone
(561) 997-6036 fax

Enclosed is a check for \$185.00 (Filing Fees, Certified Copy and Certificate of Status).

Street Address:
REGISTRATION DEPARTMENT
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

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TALLAHASSEE, FLORIDA

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 Section 608.439, Florida Statutes. This shall also comply with Section 607.1112, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is **ACCENT CAPITAL & INVESTMENTS, INC.**

2. The "Other Business Entity" is a **FLORIDA CORPORATION** first organized formed or incorporated under the laws of FLORIDA on or about **FEBRUARY 5, 2007.**

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 is **ACCENT CAPITAL & INVESTMENTS, LLC.**

5. If not effective on the date of filing, enter the effective date: _____.
(The effective date: (a) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND (b) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

Signed this 14th day of **March**, 2007.


SALVADOR RAMOS

Its: Director/President/Sole Shareholder

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ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY

Article I – Name:

The name of the Limited Liability Company is:

ACCENT CAPITAL & INVESTMENTS, LLC

Article II – Address:

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

Principal Office Address:
**15835 Chandelle Place
Wellington, FL 33414**

Mailing Address:
**15835 Chandelle Place
Wellington, FL 33414**

Article III – Registered Agent, Registered Office & Registered Agent's Signature:

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

**Salvador Ramos
15835 Chandelle Place
Wellington, FL 33414**

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, Florida Statutes.



Signature of Registered Agent

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TALLAHASSEE, FLORIDA

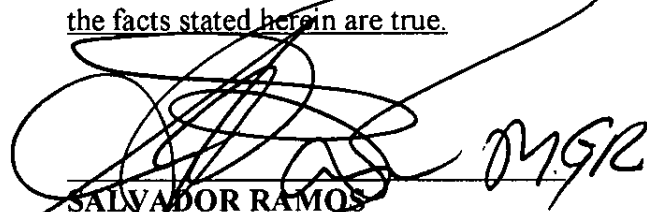
Article IV – Manager(s) or Managing Member(s):

Title: **Manager**
Name: **Salvador Ramos**
Address: **15835 Chandelle Place, Wellington, FL 33414**

Article V – Effective Date:

Effective date shall be the date of filing of these Articles.

Required Signature: 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.


SALVADOR RAMOS
Manager

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