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DIVISION OF CORPORATIONS
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TALLAHASSEE, FLORIDA

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: TRACY SPEAR

DATE: 05/16/07

REF. #: 000170.68595

CORP. NAME: JTG EQUITIES, LLC

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input checked="" type="checkbox"/> OTHER: CERTIFICATE OF CONVERSION | | |

STATE FEES PREPAID WITH CHECK# 521315 **FOR \$** 155.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ **COST LIMIT: \$** _____

PLEASE RETURN:

- | | | |
|---|---|--|
| <input type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input checked="" type="checkbox"/> PLAIN STAMPED COPY |
| <input checked="" type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials


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**JTG EQUITIES, LLC
CERTIFICATE OF CONVERSION**

Pursuant to the provisions of Section 608.439 of the Florida Limited Liability Company Act (the "FL Act"), JTG EQUITIES, LLC, a Nevada limited liability company (the "Company"), hereby delivers this CERTIFICATE OF CONVERSION for the purpose of converting the Company from a Nevada limited liability company to a Florida limited liability company pursuant to the provisions of Section 608.439 of the FL Act and Section 92A.105 of the Nevada Revised Statutes (the "NV Act").

1. The Company was organized on December 17, 2002, pursuant to the laws of the State of Nevada.
2. The name of the Company immediately prior to the filing of this Certificate of Conversion was JTG EQUITIES, LLC.
3. The name of the Company as set forth in its Articles of Organization filed with the Florida Department of State is JTG EQUITIES, LLC.
4. The conversion will be effective upon the filing of this Certificate of Conversion.

JTG EQUITIES, LLC,
a Nevada limited liability company

By: 
Name: Tony Grappo
Title: Manager
Date: 5/14/07

#328349-v1

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TALLAHASSEE, FLORIDA

JTG EQUITIES, LLC
ARTICLES OF ORGANIZATION

The undersigned hereby organizes a limited liability company under the provisions of the Florida Limited Liability Company Act (the "Act"), and pursuant to the following Articles of Organization:

ARTICLE 1
Name

The name of this limited liability company is:

JTG EQUITIES, LLC

(hereafter, the "Company").

ARTICLE 2
Effective Date

The Company is the successor by conversion to JTG EQUITIES, LLC, a limited liability company organized under the laws of the State of Nevada on December 17, 2002.

ARTICLE 3
Mailing Address and Principal Office

The address of the principal office and the mailing address of the Company is 2202 N. Westshore Boulevard, 5th Floor, Tampa, Florida 33607, attention Joseph Kadow.

ARTICLE 4
Initial Registered Office and Agent

The street address of the initial registered office of the Company is 2202 N. Westshore Boulevard, 5th Floor, Tampa, Florida 33607, and the name of the initial registered agent of the Company at that address is Joseph Kadow.

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ARTICLE 5
Management of the Company

The Company is to be managed by one or more managers and is, therefore, a manager-managed company. The name and address of the initial manager of the Company is:

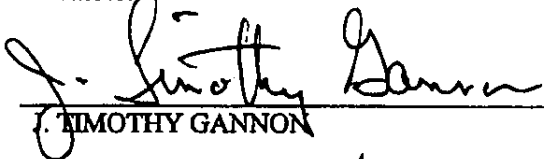
J. Timothy Gannon
2202 N. Westshore Boulevard
5th Floor
Tampa, Florida 33607

ARTICLE 6
Indemnification

The Company shall indemnify any member or manager, or any former member or manager, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned member of the Company has executed these Articles of Organization this 24 day of APRIL, 2007, and the undersigned registered agent acknowledges that he is familiar with, and accepts, the obligations of his position as registered agent of the Company as provided for in Chapter 608 of the Florida Statutes.

Member:


J. TIMOTHY GANNON

Registered Agent:


JOSEPH KADOW

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