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05/17/07--01002--007   **155.00

RECEIVED
07 MAY 16 PM 4: 44
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
07 MAY 16 AM 9: 19
SECRETARY OF STATE
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. #:   000170.68592

CORP. NAME: RDB EQUITIES, LLC

( ) ARTICLES OF INCORPORATION   ( ) ARTICLES OF AMENDMENT   ( ) ARTICLES OF DISSOLUTION

( ) ANNUAL REPORT   ( ) TRADEMARK/SERVICE MARK   ( ) FICTITIOUS NAME

( ) FOREIGN QUALIFICATION   ( ) LIMITED PARTNERSHIP   ( ) LIMITED LIABILITY

( ) REINSTATEMENT   ( ) MERGER   ( ) WITHDRAWAL

( ) CERTIFICATE OF CANCELLATION

(XX) OTHER: CERTIFICATE OF CONVERSION

STATE FEES PREPAID WITH CHECK# 52131b_____ FOR $ 155.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____   COST LIMIT: $_____

PLEASE RETURN:

( ) CERTIFIED COPY   ( ) CERTIFICATE OF GOOD STANDING   (XX) PLAIN STAMPED COPY
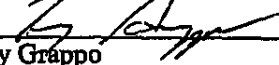
(XX) CERTIFICATE OF STATUS

Examiner's Initials

RDB EQUITIES, LLC
CERTIFICATE OF CONVERSION

Pursuant to the provisions of Section 608.439 of the Florida Limited Liability Company Act (the "FL Act"), RDB 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 RDB EQUITIES, LLC.

3. The name of the Company as set forth in its Articles of Organization filed with the Florida Department of State is RDB EQUITIES, LLC.

4. The conversion will be effective upon the filing of this Certificate of Conversion.

RDB EQUITIES, LLC,
a Nevada limited liability company

By: _____
Name: Tony Grappo
Title: Manager
Date 5\14\07

#327946-v1

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
07 MAY 16 AM 9:19
FILED

RDB 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:

RDB EQUITIES, LLC

(hereafter, the "Company").

ARTICLE 2
Effective Date

The Company is the successor by conversion to RDB 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.

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:
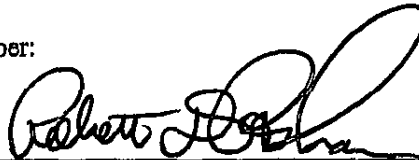
Robert D. Basham
2202 N. Westshore Boulevard
5th Floor
Tampa, Florida 33607

ARTICLE 6
Indemnification

The Company shall indemnify any member or manager, or any former member or manager, to the fullest extent permitted by law.
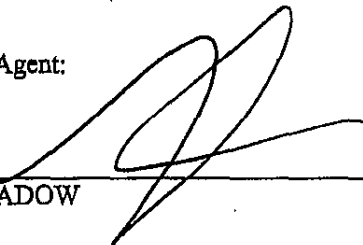
IN WITNESS WHEREOF, the undersigned member of the Company has executed these Articles of Organization this 14th day of May, 2007, and the undersigned registered agent acknowledges that he is familiar with, and accepts, the obligations of his position as registered agent of the Company as provided for in Chapter 608 of the Florida Statutes.

Member:

_____
ROBERT D. BASHAM

Registered Agent:

_____
JOSEPH KADOW