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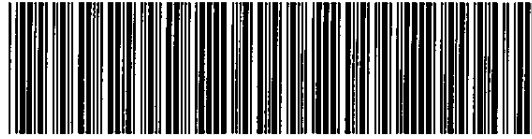
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TALLAHASSEE, FLORIDA

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August 6, 2007

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

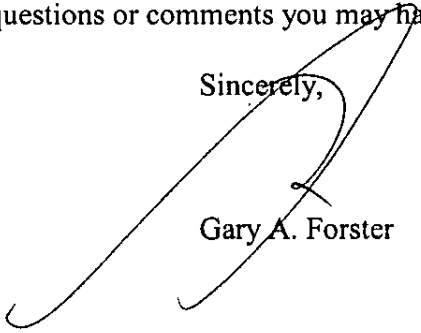
Re: The Master Class Academy, Inc. (the "Corporation")  
Our File No. 3937-4

Dear Sir or Madam:

Enclosed for filing is a Certificate of Conversion and associated Articles of Organization necessary to convert the above Corporation to The Master Class Academy, LLC. We have also enclosed our check in the amount of \$150.00 to cover the cost associated with our request.

Please call with any questions or comments you may have.

Sincerely,

  
Gary A. Forster

GAF/tj  
Enclosures  
Cc: Frank L. Pohl, Esq.

**CERTIFICATE OF CONVERSION FOR  
THE MASTER CLASS ACADEMY, INC.  
TO  
THE MASTER CLASS ACADEMY, LLC**

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TALLAHASSEE, FLORIDA

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following Florida corporation to a Florida limited liability company in accordance with Florida Statute 608.439.

1. The Master Class Academy, Inc. (the "Corporation") has been converted to a Florida limited liability company ("LLC"), in compliance with chapter 607 Florida statutes and complies with all laws governing Florida limited liability companies.

2. The terms pursuant to which the Corporation shall convert to the LLC are as set forth in a Plan of Conversion, adopted by all shareholders and directors of the Corporation and by all members of the LLC, dated of even date herewith, and in compliance with Florida Statute 607.1112.

3. The effective date and time of the conversion shall be the date of filing this Certificate of Conversion with the Florida Secretary of State.

4. The mailing address and street address of the principal office of the LLC is 711B Orange Avenue, Winter Park, FL 32789.

5. The name of the Corporation immediately prior to the filing of this Certificate of Conversion is The Master Class Academy, Inc., incorporated under the laws of the State of Florida on August 10, 2000.

6. The name of the LLC, as set forth in the attached Articles of Organization is The Master Class Academy, LLC.

7. The LLC shall pay all shareholders having appraisal rights any amount to which they are entitled under Florida Statutes 607.1301-607.1333.

DATED this 6<sup>th</sup> day of August, 2007.


THE MASTER CLASS ACADEMY, INC.


By: Heather Speight  
Heather Speight, President

(signatures continue on next page)

THE MASTER CLASS ACADEMY, LLC

By:   
Debbie Bowlus, Member

By:   
Heather Speight, Member

By:   
Roy A. Speight, Member

**ARTICLES OF ORGANIZATION FOR  
THE MASTER CLASS ACADEMY, LLC,  
A FLORIDA LIMITED LIABILITY COMPANY**

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TALLAHASSEE, FLORIDA

**ARTICLE I  
NAME**

The name of the Limited Liability Company is THE MASTER CLASS ACADEMY, LLC.

**ARTICLE II  
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is 711B Orange Avenue, Winter Park, FL 32789.

**ARTICLE III  
DURATION**

The period of duration for the Limited Liability Company shall be as described in the Operating Agreement governing the Limited Liability Company.

**ARTICLE IV  
MANAGEMENT**

The Limited Liability Company is to be managed by its members, and the names, and addresses of such members are:

Debbie Bowlus  
711B Orange Avenue  
Winter Park, FL 32789

Heather Speight  
711B Orange Avenue  
Winter Park, FL 32789

Roy A. Speight  
711B Orange Avenue  
Winter Park, FL 32789

**ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial Registered Office of the Limited Liability Company is 711B Orange Avenue, Winter Park, FL 32789, and the initial Registered Agent at such address is Debbie Bowlus.

IN WITNESS WHEREOF, the undersigned member affirms that, under penalties of perjury, the facts stated herein are true, and the undersigned member has executed these Articles of Organization this 6<sup>th</sup> day of August, 2007.

  
Debbie Bowlus, Member

**ACCEPTANCE OF APPOINTMENT  
BY INITIAL REGISTERED AGENT**

**THE UNDERSIGNED**, having been named in Article V of the foregoing Articles of Organization as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that she is familiar with, and hereby accepts, the obligations set forth in Section 608.407, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to her as Registered Agent of the limited liability company.

DATED this 6<sup>th</sup> day of August, 2007.

  
Debbie Bowlus

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