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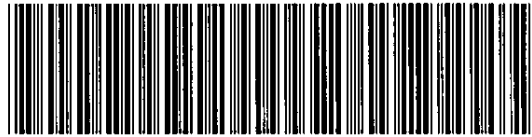
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**DATE: 12/17/2007**

**NAME: NUMARK INDUSTRIES, LLC**

**TYPE OF FILING: CONVERSION/ARTICLES OF ORG.**

**COST: \$150 + \$30 = \$180 + 5.00 = \$185.00**

**RETURN: CERTIFIED COPY & Good Standing**

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**ACCOUNT: FCA000000015**

**AUTHORIZATION: PAUL + ABBIE HODGE**

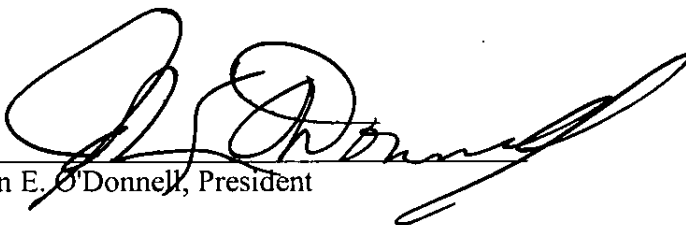
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**Certificate of Conversion**  
**for Numark Industries, LLC**  
**an "Other Business Entity"**  
**into a Florida Limited Liability Company**

This Certificate of Conversion and attached Articles of Organization are submitted to convert Numark Industries, LLC, an "Other Business Entity", into a Florida Limited Liability Company in accordance with s.608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is **Numark Industries, LLC**.
2. The "Other Business Entity" is a limited liability company first organized, formed or incorporated under the laws of the **State of Rhode Island on May 25, 1994**.
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 is: **Florida**.
4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is **Numark Industries, LLC**.
5. If not effective on the date of filing, enter the effective date: upon filing.

Signed this 18<sup>th</sup> day of December, 2007

  
\_\_\_\_\_  
John E. O'Donnell, President

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Articles of Organization for  
Numark Industries, LLC  
a Florida Limited Liability Company

Article I  
Name

The name of the Limited Liability Company is Numark Industries, LLC

Article II  
Address

The mailing address and street address of the principal office of the Limited Liability Company is 866 NE 20<sup>th</sup> Avenue, Fort Lauderdale, FL 33304

Article III  
Registered Agent, Registered Office and Registered Agent's Signature

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

**NRAI Services, Inc., 2731 Executive Park Drive, Suite 4, Weston, FL 33331**

*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.*

Registered Agent's Signature

*Tiniesha Clark, Asst. Secretary*

Article IV

Manager(s) or Managing Member(s)

The limited liability company shall be manager managed and the name and address of each Manager is as follows:

Title:

Name and Address:

**MGR**

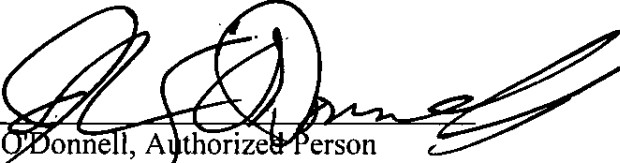
**Numark International, Inc.  
200 Scenic View Drive, Suite 201  
Cumberland, RI 02864**

Article V  
Effective Date

Effective date, if other than the date of filing: upon filing.

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**REQUIRED SIGNATURE:**

  
\_\_\_\_\_  
John E. O'Donnell, Authorized Person

*(In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true.)*

*H:\Clients\NUMARK\REDOMESTICATION\Conversion\Florida docs\Articles of Organization (12-12-07).doc*