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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

BK 12/27



a Wolters Kluwer business

CT
1203 Governors Square Blvd.
Tallahassee, FL 32301-2960

850 222 1092 tel
850 222 7615 fax
www.ctlegalsolutions.com

December 26, 2007

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

FILED
07 DEC 26 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Order #: 7113160 SO
Customer Reference 1: 109300.010000.
Customer Reference 2:

Dear Department of State, Florida:

Please file the attached:

Redgage Inc (FL)
Conversion
Florida

Redgage, LLC (FL)
Formation
Florida

Redgage, LLC (FL)
Obtain Document - Misc - Certified copy of the Conversion/Formation
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to the attention of the undersigned.

If for any reason the enclosed cannot be filed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.



CT

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CT
1203 Governors Square Blvd.
Tallahassee, FL 32301-2960

850 222 1092 tel
850 222 7615 fax
www.ctlegalsolutions.com

Sincerely,

Christina McNeair
CL Operations Specialist
Christina.McNeair@wolterskluwer.com

FILED
07 DEC 26 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF CONVERSION
FOR
REDGAGE INC.
INTO
REDGAGE LLC**

FILED
07 DEC 26 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned duly authorized signor, on behalf of **REDGAGE INC.**, a Florida corporation (the "Converting Corporation") and for the purpose of converting the Converting Corporation from a Florida corporation into a Florida limited liability company pursuant to §§607.1113 and 608.439 of the Florida Statutes, certifies that:

1. The name of the Converting Corporation at its incorporation and immediately prior to the filing of this Certificate of Conversion was REDGAGE INC.

907000076307

2. The Converting Corporation is a corporation first incorporated under the laws of Florida on July 2, 2007.

3. The name of the limited liability company as set forth in the accompanying Articles of Organization is REDGAGE LLC.

4. The above referenced Florida corporation has converted into a Florida limited liability company in accordance with Chapter 607, Florida Statutes, and the Conversion complies with Chapter 608, Florida Statutes, governing limited liability companies.

5. The Plan of Conversion was approved by the Converting Corporation in accordance with Chapter 607.

6. The written consent of the sole Director and sole Shareholder of the Converting Corporation who, as a result of the conversion, is now the sole Manager and sole initial Member of the surviving entity was obtained pursuant to §607.1112(6).

7. The principal office address of REDGAGE LLC shall be 4201 Collins Avenue, Suite #2103 Miami, FL 33410.

8. The effective date of filing for this Certificate of Conversion and the accompanying Articles of Organization shall be as of the date of filing.

IN WITNESS WHEREOF, the undersigned authorized person has executed this Certificate of Conversion as of the 17th day of December, 2007.

REDGAGE INC.

By: *Daniel Redlich*
Name: Daniel Redlich
Title: President

ARTICLES OF ORGANIZATION

OF

REDGAGE LLC

ARTICLE I - Name

The name of the Limited Liability Company is REDGAGE LLC (the "Company").

ARTICLE II - Address

The mailing address and street address of the principal office of the Company is 4201 Collins Avenue, Suite 2103, Miami, Florida 33410.

ARTICLE III - Management


The Company shall be managed by its manager, as set forth in the company's Operating Agreement and is therefore a manager-managed Company.

ARTICLE IV - Registered Agent and Office

The street address of the Company's initial registered agent and office is 1200 S. Pine Island Road, Plantation, Florida 33324, and the name of its initial registered agent at such office is CT Corporation System.

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.

Dated this 17th day of December, 2007.


Debra Palmisano
Authorized Representative

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent and to accept service of process for RedGage LLC, at the place designated in these Articles of Organization, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Florida Statutes Chapter 608.

Dated this 26 day of December, 2007

CT CORPORATION SYSTEM

By: Connie Bryan
Name: CONNIE BRYAN
Title: SPECIAL ASSISTANT SECRETARY