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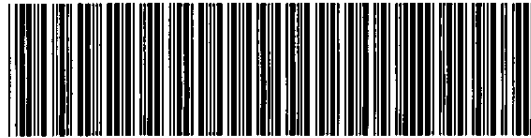
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DEPARTMENT OF REVENUE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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08 JAN 29 AM 9:31

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. KOHR

JAN 30 2008

EXAMINER

**CSC.**

CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 422598 7578406

AUTHORIZATION :

COST LIMIT : \$ 155.00

ORDER DATE : January 29, 2008

ORDER TIME : 4:21 PM

ORDER NO. : 422598-005

CUSTOMER NO: 7578406

DOMESTIC FILING

NAME: MSC INVESTMENT, LLC

EFFECTIVE DATE:

\_\_\_\_ ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP  
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 2933

EXAMINER'S INITIALS: \_\_\_\_\_

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08 JAN 29 AM 9:31  
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TALLAHASSEE, FLORIDA

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**CERTIFICATE AND PLAN OF CONVERSION  
FOR  
MSC INVESTMENT, INC.  
INTO  
MSC INVESTMENT, LLC**

**FILED**  
08 JAN 29 AM 9:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This Certificate and Plan of Conversion and attached Articles of Organization are submitted to convert **MSC INVESTMENT, INC.**, a Nevada corporation (the "Corporation"), into **MSC INVESTMENT, LLC**, a Florida limited liability company (the "LLC"), in accordance with Section 608.439, Florida Statutes, and Chapter 92A of the Revised Nevada Statutes.

1. **MSC INVESTMENT, INC.**, a Nevada corporation, was formed on August 1, 1997.
2. The name of the Florida limited liability company, as set forth in the attached Articles of Organization, is **MSC INVESTMENT, LLC**, and it will be the resulting entity which will be governed by the laws of Florida.
3. This Certificate and Plan of Conversion shall be effective upon filing.
4. Pursuant to the conversion transaction ("Plan of Conversion"), the shares of issued and outstanding stock of the Corporation ("Shares") shall be converted into membership interests ("Member Interests") in the LLC, as follows: The shares held by each shareholder of the Corporation immediately prior to the conversion transaction, when expressed as a percentage of the then total issued and outstanding shares, shall be converted into the same percentage of member interests in the LLC such that the percentage of stock ownership in the Corporation held by each shareholder immediately prior to the conversion transaction will equal the same percentage of member interests in the LLC held by that (former) shareholder (and now a member of the LLC) immediately after the conversion transaction.
5. The Articles of Organization of the LLC, its charter documents, are as set forth in Exhibit A attached hereto.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion as of the 22<sup>nd</sup> day of January, 2008.

  
**MARY SUSAN COULTER DONOVAN,**  
Authorized Representative

**EXHIBIT A**  
**ARTICLES OF ORGANIZATION**  
**OF**  
**MSC INVESTMENT, LLC**

**WRITTEN CONSENT OF MEMBERS AND MANAGERS  
OF  
MSC INVESTMENT, LLC**

The undersigned, being the sole Member and Manager of **MSC INVESTMENT, LLC**, a Florida limited liability company (the "Company"), hereby takes and adopts the following actions in writing, without a meeting, pursuant to Section 608.4231, Florida Statutes:

**1. Election of Managers and Officers**

**RESOLVED**, that the Member hereby elects and appoints the following individual to serve as the Manager of the Company:

**MARY SUSAN COULTER DONOVAN**

and be it

**FURTHER RESOLVED**, that the Manager of the Company hereby elects the following person to the offices set forth opposite her name, to serve in those capacities until her successors are duly elected and qualified, or until their earlier resignation, disability or death:

**MARY SUSAN COULTER DONOVAN - President, Secretary and Treasurer**

**2. Operating Agreement**

**RESOLVED**, that the Operating Agreement attached hereto is hereby adopted as the Operating Agreement of the Company, effective as of \_\_\_\_\_, 2008.

**3. Entity Classification Tax Election**

**WHEREAS**, the Company is the successor in interest to **MSC INVESTMENT, INC.**, a Nevada corporation, which was converted into the Company ("Conversion Transaction") pursuant to and in accordance with Sections 607.1112 and 608.439, Florida Statutes, and Articles of Organization which were duly filed in the office of the Florida Department of State as of \_\_\_\_\_, 2008, and Chapter 92A of the Nevada Revised Statutes; and

**WHEREAS**, in connection with the Conversion Transaction, the Company is desirous of timely filing with the Internal Revenue Service an Entity Classification Election (IRS Form 8832) electing to be taxed as a corporation, effective as of \_\_\_\_\_, 2008.

**NOW, THEREFORE, BE IT**

**RESOLVED**, that the Manager of the Company is hereby authorized and directed to execute the Entity Classification Election (IRS Form 8832), in the form attached hereto, and to

cause the same to be filed with the Internal Revenue Service, effective as of \_\_\_\_\_, 2008; and be it

**FURTHER RESOLVED**, that the Manager of the Company is hereby authorized and directed to execute any other documents, in the name and on behalf of the Company, or to take such additional action, and to pay all such expenses, which in her judgment shall be deemed necessary, proper or advisable in order to fully carry out the intent and to effectuate the purposes of these resolutions.

**4. Ratification of Prior Acts**

**RESOLVED**, that all legal actions taken by and agreements entered into by a Member, Manager or Officer of the Company on behalf of the Company from the date of its formation to the present date, are hereby ratified and confirmed in all respects.

This Written Consent may be executed in any number of counterparts, each of which shall be deemed an original for all purposes and all of which together shall constitute one and the same Written Consent.

IN WITNESS WHEREOF, the undersigned, being the sole Member and Manager of the Company, has executed this Written Consent effective as of the 27th day of January, 2008.

**MEMBER:**

  
**MARY SUSAN COULTER DONOVAN**

**MANAGER:**

  
**MARY SUSAN COULTER DONOVAN**

**WRITTEN CONSENT OF ALL SHAREHOLDERS AND DIRECTORS**  
of  
**MSC INVESTMENT, INC.**

The undersigned, being the sole Shareholder and Director of **MSC INVESTMENT, INC.**, a Nevada corporation ("Corporation"), does hereby consent and subscribe to the following acts and resolutions in accordance with Chapter 92A of the Revised Nevada Statutes:

**WHEREAS**, for general business purposes, the Corporation desires to convert into a new Florida limited liability company, **MSC INVESTMENT, LLC** ("LLC"), pursuant to Chapter 92A of the Revised Nevada Statutes and Sections 607.1112 and 608.439 of the Florida Statutes, and in accordance with the Certificate of Conversion ("Certificate") and the Articles of Organization ("Articles"), in the forms attached hereto, ("Conversion Transaction"), effective upon delivery of the Certificate and Articles, as appropriate, to the Nevada and Florida Departments of State ("Conversion Date"); and

**WHEREAS**, the LLC will cause to be timely filed with the Internal Revenue Service an Entity Classification Election (IRS Form 8832) electing to be taxed as a corporation, effective as of the Conversion Date; and

**WHEREAS**, it is intended that this Conversion Transaction qualify as a reorganization under Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

**NOW, THEREFORE, BE IT:**

**RESOLVED**, that the Conversion Transaction and the Certificate and Articles, in the forms attached hereto, are hereby ratified, confirmed and approved by the sole Shareholder and Director of the Corporation; and be it

**FURTHER RESOLVED**, that pursuant to the Conversion Transaction the shares of issued and outstanding stock of the Corporation ("Shares") shall be converted into membership interests ("Member Interests") in the LLC, as follows: The Shares held by each Shareholder of the Corporation immediately prior to the Conversion Transaction, when expressed as a percentage of the then total issued and outstanding Shares, shall be converted into the same percentage of Member Interests in the LLC such that the percentage of stock ownership in the Corporation held by each Shareholder immediately prior to the Conversion Transaction will equal the same percentage of Member Interests in the LLC held by that (former) Shareholder (and now a Member of the LLC) immediately after the Conversion Transaction ("Plan of Conversion"); and be it

**FURTHER RESOLVED**, that **MARY SUSAN COULTER DONOVAN** is hereby authorized, empowered and directed to execute the Certificate and Articles, in the forms attached hereto, and to cause said Certificate and Articles to be filed, as appropriate, with the Nevada and Florida Departments of State in compliance with the applicable laws of the States of Nevada and Florida; and be it

**FURTHER RESOLVED**, that the appropriate Officers of the Corporation are hereby authorized and directed to execute any other documents, in the name and on behalf of the Corporation and the LLC, or to take such additional action, and to pay all such expenses, which in their judgment shall be deemed necessary, proper or advisable in order to fully carry out the intent and to effectuate the purposes of these resolutions.

This Written Consent may be executed in any number of counterparts, each of which shall be deemed an original for all purposes and all of which together shall constitute one and the same Written Consent.

**IN WITNESS WHEREOF**, the undersigned, being the sole Shareholder and Director of the Corporation, has executed this Written Consent as the dates set forth below.

**SHAREHOLDER:**

  
MARY SUSAN COULTER DONOVAN

Dated: January 28, 2008

**DIRECTOR:**

  
MARY SUSAN COULTER DONOVAN

Dated: January 28, 2008



**FILED**  
08 JAN 29 AM 9:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
MSC INVESTMENT, LLC  
(a Florida limited liability company)**

The undersigned, in forming a Florida limited liability company under the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, hereby adopts the following Articles of Organization:

**ARTICLE I  
NAME**

The name of the limited liability company is **MSC INVESTMENT, LLC** (hereinafter, the "Company").

**ARTICLE II  
MAILING AND PRINCIPAL ADDRESS**

The mailing address and street address of the principal office of the Company is:

714 East Tanglewood Trail  
Orange, CA 92869

**ARTICLE III  
REGISTERED AGENT AND REGISTERED OFFICE**

The name and street address of the Company's registered agent are:

**CORPORATION SERVICE COMPANY**  
1201 Hays Street  
Tallahassee, Florida 32301

The undersigned has executed these Articles of Organization as of this 28<sup>th</sup> day of January, 2008.

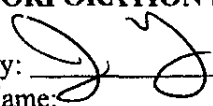
**MSC INVESTMENT, LLC**

By: Mary Susan Coulter Donovan  
**MARY SUSAN COULTER DONOVAN,**  
Member, Manager

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

Having been named as registered agent and to accept service of process for **MSC INVESTMENT, LLC** at the place designated in Article III of the Articles of Organization, **CORPORATION SERVICE COMPANY** hereby accepts the appointment as registered agent, agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties. **CORPORATION SERVICE COMPANY** is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, F.S.

**CORPORATION SERVICE COMPANY**

By:  **Jeanine Reynolds**  
Name: \_\_\_\_\_ **as its agent**  
Date: 1-29, 2008