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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BRUCE

FEB 18 2008

EXAMINER

CARLA DELOACH BRYANT

ATTORNEYS & COUNSELORS AT LAW, P.A.

February 12, 2008

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Kagal Investments, LLC

Dear Sir or Madam:

The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Limited Company" in accordance with Florida Statutes section 608.439.

Enclosed is a firm check for the amount of one hundred fifty-five dollars (\$155.00) for the following filing fees:

- (1). Twenty-five dollars (\$25.00) for the Certificate of Conversion;
- (2). One hundred dollars (\$100.00) for the Articles of Organization;
- (3). Twenty-five dollars (\$25.00) for the Designation of Registered Agent; and
- (4). Five dollars (\$5.00) for a Certificate of Status.

Please return all correspondence concerning this matter to Carla DeLoach Bryant, care of the Law Offices of Carla DeLoach Bryant, P.A., 1206 East Ridgewood Street, Orlando, Florida 32803. For further information concerning this matter, please contact my office. Thank you for your assistance.

I remain

Very truly yours,



Carla DeLoach Bryant
For the Firm

CDB/jd
enclosure

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TALLAHASSEE, FLORIDA

**PLAN OF CONVERSION
FOR KAGAL INVESTMENTS, LLC**

The following Plan of Conversion is submitted in compliance with Florida Statutes section 608.439:

**ARTICLE I.
CONVERTING ENTITY**

The name of the Converting Entity is Kagal Investments, LLC. It was first organized on November 23, 1998, as an entity under the laws of the State of Georgia, document number K900816.

**ARTICLE II.
CONVERTED ORGANIZATION**

The name of the Converted Organization is Kagal Investments, LLC. It is organized as a limited liability company under the laws of the State of Florida.

**ARTICLE III.
TERMS AND CONDITIONS OF THE CONVERSION**

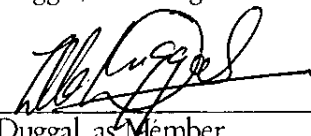
The terms and conditions of the conversion are as follows:

- (A). Each Membership Unit in the Converting Entity shall be converted into one (1) limited liability company unit in the Converted Organization. Collectively, all of the limited liability company units in the Converted Organization shall represent one hundred percent (100%) of all authorized Membership Units.
- (B). The Certificate of Conversion for "Other Business Organization" into a Florida limited liability company has been signed by the Manager of Kagal Investments, LLC and shall be duly filed with the State of Florida upon approval of this Plan of Conversion.
- (C). The Manager hereby recommends that this Plan of Conversion be authorized by the Members.

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On this 8th day of February, 2008 this Plan of Conversion was approved by the Members and Manager of Kagal Investments, LLC.


Karam Duggal, as Manager


Karam Duggal, as Member


Anita Duggal, as Member

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**CERTIFICATE OF CONVERSION TO CONVERT AN
"OTHER BUSINESS ORGANIZATION" INTO A
FLORIDA LIMITED LIABILITY COMPANY**

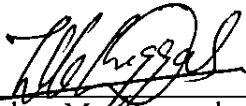
This Certificate of Conversion and attached Articles of Organization are submitted to convert the following "Other Business Entity" into a Florida limited liability company in accordance with Florida Statutes section 608.439:

- (1). The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is Kagal Investments, LLC.
- (2). The "Other Business Entity" is a Georgia limited liability company, first organized, formed, and incorporated under the laws of Georgia on November 23, 1998.
- (3). The name of the Florida limited liability company as set forth in the attached Articles of Organization is Kagal Investments, LLC.
- (4). The conversion was approved as required by Florida Statutes Chapter 608, and was approved in such a manner that complied with the converting organization's governing law.
- (5). The conversion is effective on the date of filing.

The execution of this Certificate of Conversion by the undersigned Manager constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

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TALLAHASSEE, FLORIDA

On this 8th day of February, 2008, this Certificate of Conversion was executed by the Manager of Kagal Investments, LLC.



Karam Duggal, as Manager on behalf of
Kagal Investments, LLC

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY KAGAL INVESTMENTS, LLC

ARTICLE I.
NAME

The name of the limited liability company is Kagal Investments, LLC (referred to as the "Company").

ARTICLE II.
ADDRESS

The principal office of the Company is 8525 Red Leaf Lane, Orlando, Florida 32819. The mailing address of the Company is 8525 Red Leaf Lane, Orlando, Florida 32819.

ARTICLE III.
REGISTERED AGENT AND REGISTERED OFFICE

The name of the Registered Agent is Carla DeLoach Bryant. The Registered Office is located at 1206 East Ridgewood Street, Orlando, Florida 32803.

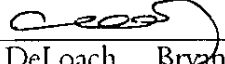
ARTICLE IV.
MANAGEMENT

Kagal Investments, LLC is to be managed by one (1) or more Managers, and is, therefore, a Manager-Managed limited liability company.

Until his successor is duly elected and installed, Karam Duggal shall be the Manager.

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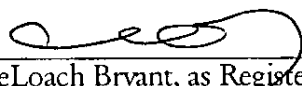
On this 12th day of February, 2006, Carla DeLoach Bryant, as the authorized representative of Kagal Investments, LLC, has executed these Articles of Organization on its behalf at the Law Offices of Carla DeLoach Bryant, P.A., 1206 East Ridgewood Street, Orlando, Florida 32803.



Carla DeLoach Bryant, Authorized
Representative for Kagal Investments,
LLC

ACCEPTANCE OF REGISTERED AGENT

On this 12th day of February, 2007, I have been named as Registered Agent and designated to accept service of process for Kagal Investments, LLC. By signing below 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 Florida Statutes Chapter 608.



Carla DeLoach Bryant, as Registered Agent

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JOINT WRITTEN CONSENT OF THE MEMBERS AND MANAGER OF KAGAL INVESTMENTS, LLC

Pursuant to Florida Statutes sections 608.4402, the undersigned, being the Members and Manager of Kagal Investments, LLC a Georgia for-profit Entity (referred to as the "Entity"), take the following written action in lieu of holding a special meeting of the Members and Manager:

The conversion of Kagal Investments, LLC from an "Other Business Entity" to Florida limited liability company, Kagal Investments, LLC, in accordance with Florida Statutes Sections 608.439 and 608.4402-608.4404, was ratified and approved by the Members upon the recommendation of the Manager.

The Plan of Conversion regarding the same, and the Articles of Organization for Kagal Investments, LLC, to be filed with the State of Florida, were ratified and approved by the Members.

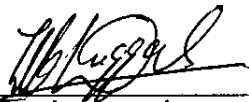
(Corporate Seal)

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TALLAHASSEE, FLORIDA

On this 8th day of February, 2008 this Joint Written Consent was executed by the Members and Manager of Kagal Investments, LLC.



Karam Duggal, as Manager



Karam Duggal, as Member



Anita Duggal, as Member

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