

L 08000/02577

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EXAMINER

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CORPDIRECT AGENTS, INC. (formerly CCRS)  
515 EAST PARK AVENUE  
TALLAHASSEE, FL 32301  
222-1173

**FILING COVER SHEET**  
**ACCT. #FCA-14**

**CONTACT:** KATIE WONSCH

**DATE:** 07/30/09

**REF. #:** 000177.108098

**CORP. NAME:** SOMABELLA LABORATORIES, LLC

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- |   |   |  |
|---|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION            | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT                        | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION                | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT                        | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL              |
| <input checked="" type="checkbox"/> CERTIFICATE OF CONVERSION |   |  |
| <input type="checkbox"/> OTHER:                               |   |  |

**STATE FEES PREPAID WITH CHECK#** 531193 **FOR \$** 25.00

**AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:**

\_\_\_\_\_ **COST LIMIT: \$** \_\_\_\_\_

**PLEASE RETURN:**

- |  |   |   |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS     |   |   |

Examiner's Initials

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09 JUL 30 AM 9:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF CONVERSION**  
For  
**SOMABELLA LABORATORIES, LLC**  
Into  
**SOMABELLA LABORATORIES, LLC**

This Certificate of Conversion is submitted to convert SomaBella Laboratories, LLC, a Florida limited liability company (the "Florida Limited Liability Company"), into SomaBella Laboratories, LLC, a Delaware limited liability company (the "Other Business Entity"), in accordance with Section 608.4403 of the Florida Limited Liability Company Act (the "Act").

**FIRST:** The name of the Florida Limited Liability Company converting into the Other Business Entity is: SomaBella Laboratories, LLC

**SECOND:** The name of the Other Business Entity is: SomaBella Laboratories, LLC. L08000102577

**THIRD:** The Other Business Entity is a limited liability company formed under the laws of the State of Delaware.

**FOURTH:** The Florida Limited Liability Company has converted into the Other Business Entity in compliance with the Act and the conversion complies with the statute governing the Other Business Entity.

**FIFTH:** The plan of conversion was approved by the Florida Limited Liability Company in accordance with the Act

**SIXTH:** This conversion shall be effective under the laws governing the Other Business Entity on the date hereof.

**SEVENTH:** This conversion shall be effective in Florida upon filing.

**EIGHTH:** The principal office address of the Other Business Entity is as follows: 437 North Hibiscus Drive, Miami Beach, Florida 33139.

**NINTH:** The Other Business Entity is an out-of-state entity not registered to transact business in Florida and lists the following street and mailing address of an office the Florida Department of State may use for purposes of service of process in a proceeding to enforce obligations of the Florida Limited Liability Company: 437 North Hibiscus Drive, Miami Beach, Florida 33139.

**TENTH:** The Other Business Entity has agreed to pay any members having appraisal rights the amount to which such members are entitled under Sections 608.4351 through 608.4359 of the Act.

\* \* \*

**[SIGNATURE APPEARS ON FOLLOWING PAGE]**

IN WITNESS WHEREOF, the Florida Limited Liability Company has caused this Certificate of Conversion to be executed in its name by its President, Allison Sokol, on this 30 day of July, 2009.

**SOMABELLA LABORATORIES, LLC,**  
a Florida limited liability company

By: [Signature]  
Name: Allison Sokol  
Title: President