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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

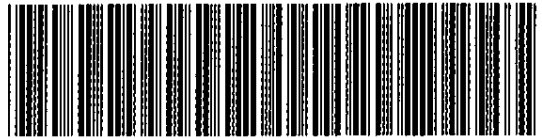
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January 12, 2009

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

RE: LOCKOUTS USA, LLC.

To Whom It May Concern:

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

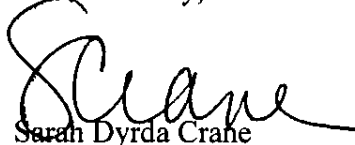
Please return all correspondence regarding this matter to:

Sarah Dyrda Crane
MOORE, HILL & WESTMORELAND, P.A.
P.O. Box 13290
Pensacola, FL 32591-3290

If you have any questions, please contact me at 850-434-3541.

Our firm's check in the amount of \$150 is enclosed to pay for the following filing fees: \$25 for Conversion and \$125 for Articles of Organization.

Most cordially,


Sarah Dyrda Crane

Enclosure

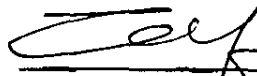
cc: Ted Kaufman

LOCKOUTS USA, LLC.
Certificate of Conversion from Kentucky Limited Liability Company
into Florida Limited Liability Company

This Certificate of Conversion and attached Articles of Organization are submitted to converting LOCKOUTS USA, LLC., a Kentucky Limited Liability Company, which is an "Other Business Entity" as defined in §608.439, Florida Statutes, into a Florida Limited Liability Company, in accordance with §608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is: **LOCKOUTS USA, LLC.**
2. **LOCKOUTS USA, LLC.** is a limited liability company first organized under the laws of Kentucky on June 6, 2008, and the jurisdiction of **LOCKOUTS USA, LLC.** has not changed since it was first organized.
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is **LOCKOUTS USA, LLC.**
4. The conversion is effective upon filing.

SIGNED this 9th day of January, 2008.



THEODORE KAUFMAN, Manager
of Kentucky LLC and Florida LLC

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**ARTICLES OF ORGANIZATION OF
LOCKOUTS USA, LLC.**

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I — Name:

The name of the Limited Liability Company is: LOCKOUTS USA, LLC.

ARTICLE II — Address:

The mailing address and street address of the principal office of the Limited Liability Company is: 703 Colonel Anderson Parkway, Louisville, Kentucky, 40222.

ARTICLE III — Registered Agent and Registered Office

The name and the Florida street address of the initial registered agent are: Sarah Dyrda Crane, 220 W. Garden Street, 9th Floor, Pensacola, Florida, 32504.

ARTICLE IV — Additional Provisions:

- A. The company is to be managed by the Manager, who is Theodore Kaufman, whose address is 703 Colonel Anderson Parkway, Louisville, Kentucky, 40222.
- B. To the fullest extent permitted by law, the Company shall indemnify each member and manager of the Company against expenses (including attorneys' fees), judgments, taxes, penalties, fines (including any excise tax assessed with respect to an employee benefit plan) and amounts paid in settlement (collectively "Liability"), incurred by such member or manager in connection with defending any threatened, pending, or completed action, suit, or proceeding (whether civil, criminal, administrative, or investigative) to which such member or manager is, or is threatened to be made, a party because such member, manager or officer is or was a member or manager of the Company. The indemnification against Liability and advancement of expense granted pursuant to this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement may be entitled. The Company may purchase and maintain insurance on behalf of an individual who is or was a member, manager, employee or agent of the Company.

I have signed these Articles of Organization as an authorized representative of a member and acknowledged them to be my act this 9th day of January, 2009, and recognize that in accordance with section 608.408(3), Florida Statutes, the execution of this certificate constitutes an affirmation under the penalties of perjury that the facts stated herein are true.


THEODORE KAUFMAN

STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

I, Sarah Dyrda Crane, do hereby accept the designation as registered agent to accept service of process for LOCKOUTS USA, LLC. at the place designated in this statement. I am familiar with and accept the obligations of my position as registered agent under Chapter 608, Florida Statutes.


SARAH DYRDA CRANE