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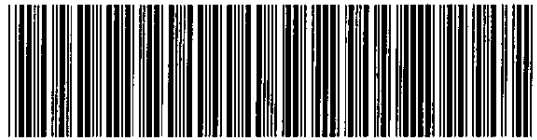
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: MV MANAGEMENT AND INVESTMENTS, LLC

(Name of Resulting Florida Limited Company)

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 s. 608.439, F.S.

Please return all correspondence concerning this matter to:

STEPHEN F. GOLDENBERG

(Contact Person)

LAW OFFICES OF STEPHEN F. GOLDENBERG, P.A.

(Firm/Company)

2780 EAST OAKLAND PARK BLVD.

(Address)

FORT LAUDERDALE, FL 33306

(City, State and Zip Code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

STEPHEN F. GOLDENBERG

(Name of Contact Person)

at (954) 566-8411

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization)

☐ \$155.00 Filing Fees
and Certificate of
Status

☒ \$180.00 Filing Fees
and Certified Copy

☐ \$185.00 Filing Fees,
Certified Copy, and
Certificate of Status

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

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

**CERTIFICATE OF CONVERSION
FOR
FLORIDA CORPORATION
INTO
FLORIDA LIMITED LIABILITY COMPANY**

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following Florida corporation into a Florida Limited Liability Company in accordance with s.608.439, Florida Statutes.

1. The name of the Other Business Entity immediately prior to the filing of this Certificate of Conversion is MV Management Corp.
2. MV Management Corp. was first incorporated on October 22, 2004 under the laws of the State of Florida., Document Number P04000146176.
3. The name of the Florida limited liability company set forth in the attached Articles of Organization is MV Management and Investments, LLC.

Signed this ____ day of May, 2009.

MV Management and Investments, LLC

By: Pusnpa Chandra
PUSNPA CHANDRA, Managing Member

MV Management Corp.

By: Pusnpa Chandra
PUSNPA CHANDRA, Secretary

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
MV MANAGEMENT AND INVESTMENTS, LLC**

The undersigned member(s) desiring to form a limited liability company under Chapter 608, Florida Statutes, state(s):

**ARTICLE I.
NAME**

The name of this limited liability company shall be MV MANAGEMENT AND INVESTMENTS, LLC.

**ARTICLE II.
NATURE OF BUSINESS**

The limited liability company may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III.
TERM OF EXISTENCE**

The duration of the limited liability company shall commence on date of filing of these Articles and shall be perpetual.

**ARTICLE IV.
ADDRESS**

The initial street address of the principal office address and mailing address of this limited liability company in the State of Florida, shall be: 2865 NE 28th Street, Fort Lauderdale, FL 33306.

**ARTICLE V.
REGISTERED AGENT**

The name and address of the Registered Agent of this limited liability company shall be Pusnpa Chandra, 2865 NE 28th Street, Fort Lauderdale, FL 33306.

**ARTICLE VI.
ADMISSION OF ADDITIONAL MEMBERS**

The members shall have the right to admit additional members upon a vote of not less than a majority of the members.

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ARTICLE VII.
CONTINUITY OF BUSINESS

The remaining members of the limited liability company shall have the right to continue the business of the limited liability company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member in the limited liability company.

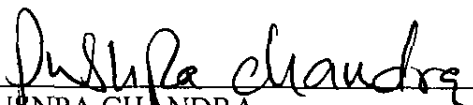
ARTICLE VIII.
MANAGEMENT

The limited liability company is to be member managed.

ARTICLE IX.
INDEMNIFICATION

The limited liability company shall indemnify any member, or former member, and agents of all members, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on May 27, 2009.



PUSNPA CHANDRA

Signature of a member or an authorized representative of a member
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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TALLAHASSEE FLORIDA

Florida Department of State, Jim Smith, Secretary of State

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

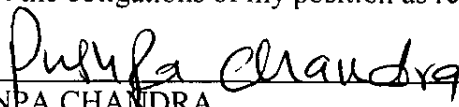
PURSUANT TO THE PROVISIONS OF SECTIONS 608.4151 AND 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is: MV MANAGEMENT AND INVESTMENTS, LLC.

2. The name and Florida street address of the registered agent and office are:

Pusnpa Chandra
2865 NE 28th Street
Fort Lauderdale, FL 33306.

Having been named as registered agent to accept service of process for the above stated limited liability company, at the place designated in this certificate, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



PUSNPA CHANDRA
(Registered Agent)

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TALLAHASSEE, FLORIDA

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