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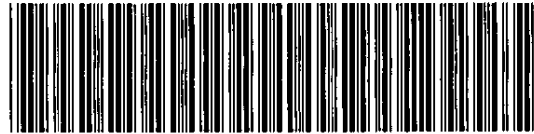
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS
2009 AUG -5 PM 1:44
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TO ACKNOWLEDGE
SUFFICIENCY OF FILING

B. KOHR

AUG - 6 2009

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 087861 7578406

AUTHORIZATION :

COST LIMIT : \$ 150.00

ORDER DATE : August 5, 2009

ORDER TIME : 12:43 PM

ORDER NO. : 087861-005

CUSTOMER NO: 7578406

FILED
09 AUG - 5 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONVERSION

NAME: KEL INVESTMENTS, INC.
INTO
KEL INVESTMENTS, LLC.

XX ARTICLES OF CONVERSION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap -- EXT# 2951

EXAMINER'S INITIALS: _____

**CERTIFICATE AND PLAN OF CONVERSION
FOR
KEL INVESTMENTS, INC.
INTO
KEL INVESTMENTS, LLC**

FILED
09 AUG -5 AM 10:15
TALLAHASSEE, FLORIDA

This Certificate and Plan of Conversion and attached Articles of Organization are submitted to convert **KEL INVESTMENTS, INC.**, a Florida corporation (the "Corporation"), into **KEL INVESTMENTS, LLC**, a Florida limited liability company (the "LLC"), in accordance with Sections 607.1112 and 608.439, Florida Statutes.

P06000074330

1. **KEL INVESTMENTS, INC.**, a Florida corporation, was formed on August 4, 2000.
2. The name of the Florida limited liability company is **KEL INVESTMENTS, 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, 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.

The undersigned have executed this Certificate and Plan of Conversion as of the 31st day of July, 2009.


KURT J. LANGSENKAMP, Member


ELIZABETH L. LANGSENKAMP, Member

**WRITTEN CONSENT OF ALL OF THE
SHAREHOLDERS AND DIRECTORS
of
KEL INVESTMENTS, INC.**

The undersigned, being all of the Shareholders and Directors of **KEL INVESTMENTS, INC.**, a Florida corporation (the "Corporation"), do hereby consent and subscribe to the following acts and resolutions in accordance with Sections 607.0704 and 607.0821 of the Florida Statutes:

WHEREAS, for general business purposes, the Corporation desires to convert into a new Florida limited liability company, **KEL INVESTMENTS, LLC** (the "LLC"), pursuant to Sections 607.1112 and 608.439, Florida Statutes, and in accordance with the Certificate and Plan of Conversion (the "Certificate of Conversion") in the form attached hereto (the "Conversion Transaction") effective upon the filing of the Certificate of Conversion to the Florida Department of State (the "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 Certificate of Conversion and Articles of Organization, in the forms attached hereto, are hereby ratified, confirmed and approved by all of the Shareholders and Directors of the Corporation; and be it

FURTHER RESOLVED, that pursuant to the Conversion Transaction the shares of issued and outstanding stock of the Corporation (the "Shares") shall be converted into membership interests (the "Member Interests") in the LLC, as follows:

The Shares held by the Shareholders 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 the Shareholders immediately prior to the Conversion Transaction will equal the same percentage of Member Interests in the LLC held by those (former) Shareholders (and now Members of the LLC) immediately after the Conversion Transaction ("Plan of Conversion"); and be it

FURTHER RESOLVED, that **KURT J. LANGSENKAMP** and **ELIZABETH L. LANGSENKAMP** are hereby authorized, empowered and directed to execute the Certificate of Conversion in the form attached hereto and to cause said Certificate of Conversion to be filed


with the Florida Department of State in compliance with the applicable laws of the State of 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.

The undersigned, being all of the Shareholders and Directors of the Corporation, have executed this Written Consent this 31st day of July, 2009.

SHAREHOLDERS


KURT J. LANGSENKAMP


ELIZABETH L. LANGSENKAMP

DIRECTORS


KURT J. LANGSENKAMP


ELIZABETH L. LANGSENKAMP

**WRITTEN CONSENT OF ALL OF THE
MEMBERS AND MANAGERS
OF
KEL INVESTMENTS, LLC**

The undersigned, being all of the Members and Managers of **KEL INVESTMENTS, LLC**, a Florida limited liability company (the "Company"), hereby take and adopt the following actions in writing, without a meeting, pursuant to Section 608.4231, Florida Statutes:

1. Election of Officers

RESOLVED, that the Managers of the Company hereby elect the following persons to the offices set forth opposite their respective name, to serve in those capacities until their respective successor is duly elected and qualified, or until their respective earlier resignation, disability or death:

KURT J. LANGSENKAMP – President
ELIZABETH L. LANGSENKAMP - Secretary, Treasurer

2. Operating Agreement

RESOLVED, that the Operating Agreement attached hereto is hereby adopted as the Operating Agreement of the Company effective as of July 31, 2009.

3. Entity Classification Tax Election

WHEREAS, the Company is the successor in interest to **KEL INVESTMENTS, INC.**, a Florida corporation, which was converted into the Company ("Conversion Transaction") pursuant to and in accordance with Sections 607.1112 and 608.439, Florida Statutes, on July 31, 2009; 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 treated and classified as an association taxable as a corporation effective as of the date of the Conversion Transaction.

NOW, THEREFORE, BE IT

RESOLVED, that the Members of the Company are 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 the date of the Conversion Transaction; and be it

FURTHER RESOLVED, that the Members of the Company are 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 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.

4. **Ratification of Prior Acts**

RESOLVED, that all legal actions taken by and agreements entered into by the Members, Managers and Officers 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.

The undersigned, being all of the Members and Managers of the Company, have executed this Written Consent this 31st day of July, 2009.


KURT J. LANGSENKAMP, Member, Manager
ELIZABETH L. LANGSENKAMP, Member,
Manager

EXHIBIT A
ARTICLES OF ORGANIZATION
OF
KEL INVESTMENTS, LLC
(a Florida limited liability company)

FILED
09 AUG -5 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
KEL INVESTMENTS, 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 adopt the following Articles of Organization:

**ARTICLE I
NAME**

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

**ARTICLE II
MAILING AND PRINCIPAL ADDRESS**

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

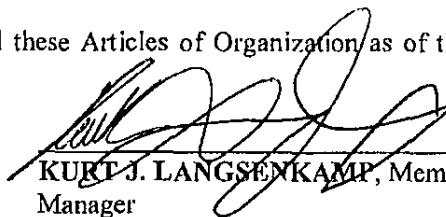
2700 NE 40th Street
Ft. Lauderdale, FL 33308

**ARTICLE III
REGISTERED AGENT AND REGISTERED OFFICE**

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

KURT J. LANGSENKAMP
721 NE 44th Street
Ft. Lauderdale, FL 33334

The undersigned Members have executed these Articles of Organization as of this 31st day of July, 2009.


KURT J. LANGSENKAMP, Member,
Manager


ELIZABETH L. LANGSENKAMP,
Member, Manager

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for **KEL INVESTMENTS, LLC** at the place designated in Article III of the Articles of Organization, **KURT J. LANGSENKAMP** 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 his duties. **KURT J. LANGSENKAMP** is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 608, F.S.



KURT J. LANGSENKAMP

Date: July 31, 2008