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TALLAHASSEE, FLORIDA

B. KOHR  
AUG - 7 2009  
EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I200000000195  
REFERENCE : 089876 7578406  
AUTHORIZATION : *[Signature]*  
COST LIMIT : \$150.00

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TALLAHASSEE, FLORIDA

ORDER DATE : August 6, 2009

ORDER TIME : 5:27 PM

ORDER NO. : 089876-010

CUSTOMER NO: 7578406

CONVERSION FILING

NAME: BERNKRANT CONSULTING, INC.  
INTO  
BERNKRANT CONSULTING, LLC

XX 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  
BERNKRANT CONSULTING, INC.  
INTO  
BERNKRANT CONSULTING, LLC**

FILED  
09 AUG -7 PM 2:13  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

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


1. **BERNKRANT CONSULTING, INC.**, a Florida corporation was formed on May 28, 1999.
2. The name of the Florida limited liability company is **BERNKRANT CONSULTING, 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 ("Plan of Conversion"), the shares of issued and outstanding stock of the Corporation ("Shares") shall be converted into membership interests ("Member Interests") in the LLC, as follows:

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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.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion as of the 5 day of August, 2009.

  
**KEITH BERNKRANT**, Authorized Representative  
of the LLC and President of the  
Corporation

**EXHIBIT A**

**ARTICLES OF ORGANIZATION  
OF  
BERNKRANT CONSULTING, LLC**  
(a Florida limited liability company)

ARTICLES OF ORGANIZATION  
OF  
BERNKRANT CONSULTING, LLC  
(a Florida limited liability company)

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

The undersigned, in forming a Florida limited liability company under the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, hereby adopts the following Articles of Organization:

ARTICLE I  
NAME

The name of the limited liability company is BERNKRANT CONSULTING, LLC (hereinafter, the "Company").

ARTICLE II  
MAILING AND PRINCIPAL ADDRESS

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

5000 E Ocean Beach Blvd  
Unit C2  
Cocoa Beach FL 32931

ARTICLE III  
REGISTERED AGENT AND REGISTERED OFFICE

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

Keith Bernkrant  
5000 E Ocean Beach Blvd  
Unit C2  
Cocoa Beach FL 32931

The undersigned has executed these Articles of Organization as of this 5 day of August, 2009.

BERNKRANT CONSULTING, LLC

By: [Signature]

KEITH BERNKRANT, Member, Manager

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for **BERNKRANT CONSULTING, LLC** at the place designated in Article III of the Articles of Organization, **KEITH BERNKRANT** 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 its duties. **KEITH BERNKRANT** is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, F.S.

By: 

**KEITH BERNKRANT**

Date: 8/5/09, 2009