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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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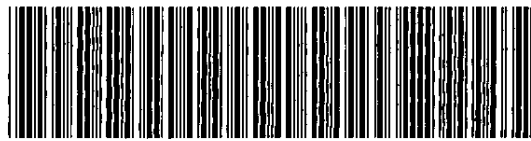
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**S. HAWKES**

AUG 11 2009

**EXAMINER**

# McLin & Burnsed

Professional Association

Walter S. McLin, III (1935-2007)  
R. Dewey Burnsed (1939-2007)  
Matthew D. Black  
Mark A. Brionez  
Gary Fuchs  
Frederick T. Goller, LL.M., E.P.  
Brian D. Hudson  
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Erick Langenbrunner  
Stephanie J. McCulloch  
G. Michael Mahoney

ATTORNEYS AT LAW

August 7, 2009

John D. Metcalf  
Fred A. Morrison  
Richard P. Newman  
Steven M. Roy  
Jeffrey P. Skates  
Phillip S. Smith  
Joseph S. Thomas

Of Counsel  
Lynn E. Burnsed  
Board Certified, Healthcare Law

## VIA UPS OVERNIGHT

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

**Re: Acoustic Communications, Inc conversion  
to Acoustic Communications, LLC**

Dear Sir or Madam:

The enclosed Certificate of Conversion and Articles of Organization are enclosed for submission to convert Acoustic Communications, Inc. (a Florida corporation) (Florida Document No. P06000077559) into Acoustic Communications, LLC (a Florida limited liability company) in accordance with Section 608.439, *Florida Statutes*. Also enclosed please find the Plan of Conversion and the converting corporation's unanimous action approving the conversion and adopting the Plan. Our firm's check in the amount of \$155.00, made payable to the Florida Department of State is enclosed to cover the filing fees and a certificate of status.

Please direct all correspondences concerning this matter first by fax (if possible) to 352-205-8413, and all hard copies to:

Joseph S. Thomas, Esq.  
1950 Laurel Manor Drive, Suite 140  
The Villages, Florida 32162

For further information concerning this matter, please call: Vivian Grecco at 352-259-5018.

Very truly yours,

McLIN & BURNSED P.A.

  
Joseph S. Thomas

JST/vmg  
Enclosures  
cc: Michael E. Reilly (via email)

**UNANIMOUS WRITTEN ACTION OF  
SHAREHOLDERS AND DIRECTORS OF  
ACOUSTIC COMMUNICATIONS, INC.**

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TALLAHASSEE, FLORIDA

The undersigned being the sole director and shareholder of Acoustic Communications, Inc.,  
a Florida corporation (the "Corporation"), hereby takes the following actions effective  
August 6, 2009, pursuant to the terms of Sections 607.0821 and 607.0704,  
inclusive, *Florida Statutes*:

WHEREAS, the Corporation desires to convert from a Florida corporation to a Florida  
limited liability company, in accordance with Sections 608.439 and 607.1114, inclusive, *Florida  
Statutes*, as more particularly described in the Plan of Conversion.


IT IS HEREBY:

RESOLVED, that the conversion of the Corporation to a Florida limited liability  
company, in accordance with the Certificate of Conversion, as more particularly  
described in the Plan of Conversion, attached hereto, is hereby approved; and it is

FURTHER RESOLVED, that the Plan of Conversion, Certificate of Conversion, and  
Articles of Organization for Acoustic Communications, LLC, also attached hereto,  
are each hereby approved; and it is

FURTHER RESOLVED, that the President of the Corporation is hereby authorized  
and directed to file the Certificate of Conversion and Articles of Organization with  
the Division of Corporations and is further authorized and directed to take all other  
steps and execute any other instruments reasonably necessary to consummate the  
aforementioned conversion.

The undersigned hereby consents to the foregoing actions.

  
\_\_\_\_\_  
Michael E. Reilly  
Sole Director and Sole Shareholder

## PLAN OF CONVERSION

**FIRST:** The name of the converting domestic corporation is Acoustic Communications, Inc., a Florida corporation and the name of the other business entity is Acoustic Communications, LLC, a Florida limited liability company.

**SECOND:** The terms and conditions of the conversion are as follows:

The sole shareholder of the converting corporation will receive Membership Units in the newly organized limited liability company in an amount equal to ninety-nine percent (99%) of the total Membership Units issued and outstanding in limited liability company, and Zhayda Garzon shall receive Membership Units equal to one percent (1%) of the total Membership Units issued and outstanding in the limited liability company.

**THIRD:** The manner and basis of converting the shares of the converting corporation into Membership Units in the newly organized limited liability company are as follows:

All shares of the converting corporation shall be redeemed by the converting corporation and the newly organized limited liability company shall simultaneously issue ninety-nine (99) Membership Units in the LLC to Michael E. Reilly, the sole shareholder of the converting corporation; and it shall further issue one (1) Membership Unit in the LLC to Zhayda Garzon.

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**CERTIFICATE OF CONVERSION  
FOR  
ACOUSTIC COMMUNICATIONS, INC.  
INTO  
ACOUSTIC COMMUNICATIONS, LLC**

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

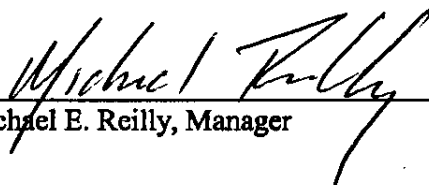
1. The name of the Florida corporation immediately prior to the filing of this Certificate of Conversion is: Acoustic Communications, Inc. (the "Converting Entity"), incorporated under the laws of the State of Florida on June 5, 2006, and bearing Florida Document Number P006000077559.

2. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is: Acoustic Communications, LLC (the "LLC").

3. The effective date of the conversion shall be the date of filing this Certificate of Conversion and Articles of Organization with the Secretary of State.

4. The undersigned is the sole Manager of the LLC and is authorized to sign on behalf of and to bind the LLC.

Dated the 6 day of August, 2009.

  
\_\_\_\_\_  
Michael E. Reilly, Manager

## **ACOUSTIC COMMUNICATIONS, LLC**

### **ARTICLES OF ORGANIZATION**

Effective at 12:01 a.m. on the date of this filing, Acoustic Communications, LLC, a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, *Florida Statutes*, does hereby submit the following Articles of Organization pursuant to Sections 608.401 and 608.4081, *Florida Statutes*.

#### **ARTICLE 1**

##### **NAME**

The name of the limited liability company shall be Acoustic Communications, LLC.

#### **ARTICLE 2**

##### **DURATION**

The period of duration of the Limited Liability Company shall be perpetual, unless the Limited Liability Company is dissolved pursuant to provisions of the Florida Limited Liability Company Act, the Articles of Organization of the Limited Liability Company, or the Operating Agreement of the Limited Liability Company.

#### **ARTICLE 3**

##### **PURPOSE**

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

#### **ARTICLE 4**

##### **STREET ADDRESS OF PRINCIPAL OFFICE**

The mailing address of the Company is: 5049 NW 114th Court, Miami, Florida 33178, and street address of the principal office of the Company is: 5049 NW 114th Court, Miami, Florida 33178.

#### **ARTICLE 5**

##### **MANAGEMENT**

The Company shall be managed by one manager. The name and address of the person who shall serve as manager until the next meeting of members or until his successor is elected and qualified is as follows: Michael E. Reilly, 5049 NW 114th Court, Miami, Florida 33178. The manager shall be elected as provided in the Operating Agreement.

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STATE OF FLORIDA

**ARTICLE 6  
ADMISSION OF ADDITIONAL MEMBERS**

Members shall have the right to admit additional members pursuant to the Operating Agreement adopted by the Company.

**ARTICLE 7  
MEMBERS RIGHTS TO CONTINUE BUSINESS**

The right of the remaining members of the Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, shall be carried out as provided for in the Operating Agreement adopted by the Company.

**ARTICLE 8  
REGISTERED AGENT**

The name and street address of the current registered agent of the Company in the State of Florida is: Joseph S. Thomas, Esq., 1950 Laurel Manor Drive, Suite 140, The Villages, Florida 32162. A written statement as prescribed by the Florida Department of State pursuant to Section 608.415, *Florida Statutes*, is attached to these Articles of Organization.

IN WITNESS WHEREOF, the undersigned authorized representative of the members has executed these Articles of Organization on this 6 day of August, 2009.

  
\_\_\_\_\_  
Michael E. Reilly, Manager

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE**

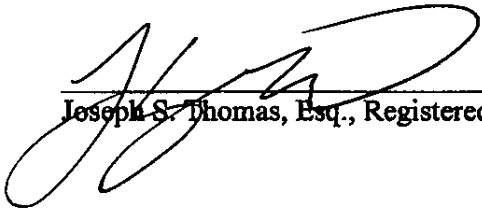
PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is: Acoustic Communications.
2. The name and the Florida street address of the registered agent and office are: Joseph S. Thomas, Esq., 1950 Laurel Manor Drive, Suite 140, The Villages, Florida 32162.

**ACCEPTANCE BY REGISTERED AGENT:**

Having been named as registered agent and 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 relating

to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Fla. Stat.



\_\_\_\_\_  
Joseph S. Thomas, Esq., Registered Agent

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