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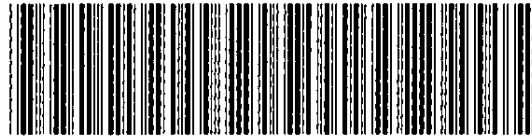
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(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**D. BRUCE**

SEP 2 2009

**EXAMINER**

**Certificate of Conversion**  
**For**  
**B.E.M. Holdings Corp.**  
**Into**  
**Florida Limited Liability Company**

This Certificate of Conversion ("Certificate") is submitted to convert **B.E.M. HOLDINGS CORP.**, a Florida corporation (the "Corporation") into a Florida limited liability company in accordance with Sections 607.1112 and 607.1113 of the Florida Statutes.

P03000008732 1-23-2003

1. The Corporation has been converted into a Florida limited liability company in compliance with Chapters 607 and 608 of the Florida Statutes.
2. The Plan of Conversion has been approved by the Board of Directors of the Corporation in compliance with Chapter 607 of the Florida Statutes.
3. The effective date of conversion of the Corporation shall be the date of filing of this Certificate.
4. The address of the Florida limited liability company is 14100 N.W. 60<sup>th</sup> Avenue, Miami Lakes, Florida 33014.
5. The Shareholders of the Corporation have unanimously consented to the conversion of the Corporation into a Florida limited liability company, and have waived all of their respective appraisal rights under Section 607 of the Florida Statutes.

Dated: August 26, 2009.

**B.E.M. HOLDINGS CORP.**, a Florida  
corporation

By:   
Meir Elazar, President

**B.E.M. HOLDING, LLC**, a Florida limited  
liability company

By:   
Meir Elazar, Managing Member

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
B.E.M. HOLDING, LLC**

The undersigned subscriber to these Articles of Organization hereby forms a limited liability company under the Florida Limited Liability Company Act.

**ARTICLE I.**

The name of this limited liability company is B.E.M. Holding, LLC.

**ARTICLE II.**

The limited liability company's mailing address and principal office is:

14100 N.W. 60<sup>th</sup> Avenue  
Miami Lakes, Florida 33014

**ARTICLE III.**

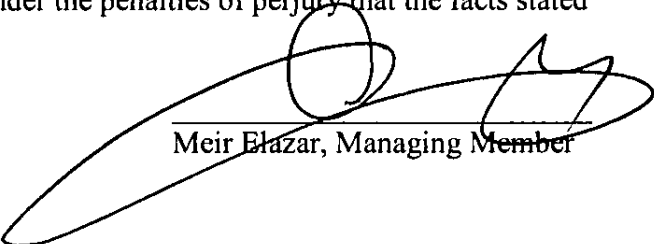
The limited liability company's initial Registered Agent and Registered Office the State of Florida shall be:

Tobin & Reyes, P.A.  
5355 Town Center Road  
Suite 204  
Boca Raton, Florida 33486

**ARTICLE IV.**

The limited liability company will be managed by members in accordance with the limited liability company's operating agreement and is, therefore, a member managed company.

In accordance with Section 608.408(3), Florida Statutes the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

  
\_\_\_\_\_  
Meir Elazar, Managing Member

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**TALLAHASSEE, FLORIDA**

**CERTIFICATE OF REGISTERED AGENT**

**OF**

**B.E.M. HOLDING, LLC**

Pursuant to Section 608.415 of the Florida Limited Liability Company Act (the "Act"), the following is submitted, in compliance with said Act:


That B.E.M. Holding, LLC desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Organization, has named Tobin & Reyes, P.A., 5355 Town Center Road, Suite 204, Boca Raton, Florida 33486, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-stated limited liability company, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this 26 day of August 2009.

**TOBIN & REYES, P.A.**

By:   
David S. Tobin,  
President

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