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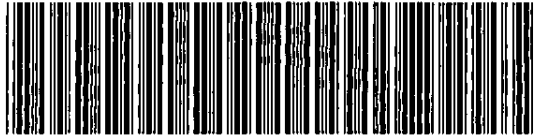
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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09 OCT 20 AM 9:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N. Callahan OCT 21 2009

MARLOWE & WEATHERFORD, P.A.

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Of Counsel

PLEASE REPLY TO:
POST OFFICE DRAWER 2366
WINTER PARK, FLORIDA 32790-2366
FACSIMILE (407) 740-0310

September 8, 2009

VIA FEDEX

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

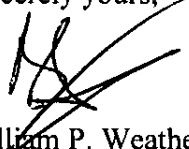
Re: Articles of Organization for 4120 Rising, L.L.C.

Gentlemen:

Enclosed please find an original and one copy of the Certificate of Conversion and the Articles of Organization for 4120 Rising, L.L.C., together with a check for \$168.75 to cover the certificate of conversion fee, filing fee for the Articles of Organization and Certificate of Status.

Please call should you have any questions.

Sincerely yours,



William P. Weatherford, Jr.

WPWjr/ddd
Enclosures
cc: Derek Rubino



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 10, 2009

MARLOWE & WEATHERFORD, P.A.
1150 LOUISIANA AVENUE
SUITE 4
WINTER PARK, FL 32789-3738

SUBJECT: 4120 RISING, L.L.C.
Ref. Number: W09000040600

We have received your document for 4120 RISING, L.L.C. and your check(s) totaling \$168.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Certificate of Conversion must state the effective date of the conversion. The effective date cannot be prior to the date of filing nor more than 90 days after the date of filing and must be the same as the effective date of the conversion under the laws governing the other business entity.

This document was received on 9/9/09.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Neysa Culligan
Regulatory Specialist II

Letter Number: 809A00029976

**CERTIFICATE OF CONVERSION
FOR
4120 RISING, INC.
INTO
4120 RISING, L.L.C.**

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09 OCT 20 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to section 608.439, Florida Statutes, 4120 RISING, INC., a Florida corporation, an "other business entity" hereby submits the attached articles of organization and this certificate of conversion to convert into a Florida limited liability company:

1. The name of the "other business entity" immediately prior to conversion into the filing of this Certificate of Conversion is: 4120 RISING, INC. which is a Florida for profit corporation. 4120 RISING, INC. was incorporated as a Florida corporation on effective October 16, 2008 and assigned document number P08000093705. The jurisdiction of the "other business entity" has not changed.
2. The name of the Florida limited liability company is 4120 RISING, L.L.C.
3. 4120 RISING, INC. has converted into an "Other Business Entity" in compliance with Florida Statutes Chapter 607 and the conversion complies with the applicable law governing the "Other Business Entity," which is Florida Statutes Chapter 608.
4. The Plan of Conversion was approved by 4120 RISING, INC. in accordance with Florida Statutes Chapter 607.
5. No shareholder of 4120 RISING, INC. shall be a general partner of the "Other Business Entity" so no consent was required under Florida Statutes §607.1112(6).
The "Other Business Entity" is a limited liability company and not a general partnership or limited partnership.
6. This conversion shall be effective under the laws governing the "Other Business Entity" upon the filing of this Certificate of Conversion with the Florida Division of Corporations.
7. This conversion shall be effective upon filing with the Florida Division of Corporations.

8. The principal office and mailing address of 4120 RISING, L.L.C., shall be:

4120 South Orange Avenue
Orlando, Florida 32806

DATED as of September 7, 2009.

4120 RISING, INC.

By: 

Prakash Joshi, President

4120 RISING, LLC

By: 

Derek Rubino, Manager

EXHIBIT "A"

**PLAN OF CONVERSION OF
4120 RISING, INC.
WITH AND INTO
4120 RISING, L.L.C.**

1. 4120 RISING, INC., a Florida corporation shall convert into 4120 RISING, L.L.C. a Florida limited liability company.

2. Upon the consummation of the conversion of 4120 RISING, INC. into 4120 RISING, L.L.C., the separate existence of 4120 RISING, INC. shall cease. 4120 RISING, L.L.C., as the surviving entity, shall continue to exist by virtue of the laws of the State of Florida. The title to all property of every description, whether real or personal, and all interests, rights, privileges, powers and franchises of 4120 RISING, INC. shall not be affected by the conversion and upon the conversion, 4120 RISING, L.L.C., without further act or deed and without reversion or impairment, shall own and possess all the property of every description, real or personal, and all interests, rights, privileges, powers and franchises of 4120 RISING, INC. prior to the conversion as provided §607.1114 of the Florida Statutes. Further, as provided in §607.1114 of the Florida Statutes, all rights of creditors and any person or persons dealing with 4120 RISING, INC. shall be preserved and remain unimpaired by the conversion, all liens upon the properties of 4120 RISING, INC. shall be preserved and remain unimpaired by the conversion, and all debts, liabilities, obligations and duties of 4120 RISING, INC. shall henceforth attach to 4120 RISING, L.L.C. and may be enforced against 4120 RISING, L.L.C. to the same extent as if such obligations and duties has been incurred by 4120 RISING, L.L.C.. Additionally, any existing claim or action or proceeding pending by or against 4120 RISING, INC. or 4120 RISING, L.L.C. may be continued as if the conversion did not occur or 4120 RISING, L.L.C. may be substituted in such proceedings for 4120 RISING, INC.

3. The manner and basis of converting the shares of 4120 RISING, INC. into units of membership interest of 4120 RISING, L.L.C. are as follows:

a. At the effective date of the conversion, the shares of common stock of 4120 RISING, INC. issued and outstanding shall be converted into five hundred ten units of Class A membership interest of 4120 RISING, L.L.C.

4. The Articles of Organization of 4120 RISING, L.L.C. in effect at the time of the conversion shall remain unchanged as a result of the conversion and shall continue as the Articles of Organization of 4120 RISING, L.L.C.

5. The effective date of the conversion shall be upon filing with the Florida Division of Corporations.

6. Neither 4120 RISING, INC. nor 4120 RISING, L.L.C. is subject the law of any jurisdiction other than the State of Florida.

**ARTICLES OF ORGANIZATION FOR
4120 RISING, L.L.C.,
a FLORIDA LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member pursuant to Chapter 608 of the Florida Statutes, hereby forms a limited liability company under the laws of the State of Florida and adopts the following Articles of Organization for such Limited Liability Company:

ARTICLE I - Name:

The name of the Limited Liability Company is 4120 RISING, L.L.C.

ARTICLE II - Address:

The mailing address of the Limited Liability Company is:

4120 South Orange Avenue
Orlando, Florida 32806

The principal office of the Limited Liability Company is located at:

4120 South Orange Avenue
Orlando, Florida 32806

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be perpetual upon filing with the Florida Division of Corporations.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by managers and the name and address of the initial managers who shall serve until their successors are elected and have qualified are:

Name

Address

Derek Rubino

4120 South Orange Avenue
Orlando, Florida 32806

Steve Esteves

4120 South Orange Avenue
Orlando, Florida 32806

ARTICLE V - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be with the affirmative vote of a majority of the Members.

ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability 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 limited liability company shall be only with the affirmative vote of a majority of the remaining Members.

ARTICLE VII - Initial Registered Office and Registered Agent

The initial street address of the registered office of this Limited Liability Company in the State of Florida shall be 4120 South Orange Avenue, Orlando, Florida 32806. Members may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Limited Liability Company at that address is Derek Rubino. The Members may from time to time designate a new registered agent.

IN WITNESS WHEREOF, the undersigned member or authorized representative of a member has made and subscribed these Articles of Organization at Orlando, Florida, this 7th day of September, 2009.



Derek Rubino, Authorized Agent

Having been named as registered agent for the above mentioned Limited Liability Company, at the place designated in the foregoing Articles of Organization, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of my position as registered agent.

Signature: 
Derek Rubino

Date: September 7, 2009

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09 OCT 20 AM 9:03
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TALLAHASSEE, FLORIDA