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TALLAHASSEE, FLORIDA

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T. CLINE

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EXAMINER



5621 Strand Blvd., Suite 110
Naples, FL 34110
Telephone: (239) 593-7900
Facsimile: (239) 593-7909
Joe@TheLindsayLawFirm.com
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June 17, 2010

VIA FEDEX GROUND
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: JASBR, LLC

Dear Filing Officer:

Please find enclosed for filing the Certificate of Conversion with respect to JASBR, LLC, a Florida limited liability company, in connection with the conversion of the said company into JASBR, LLC, a Delaware limited liability company. Also enclosed is a check, payable to the Division of Corporations, for \$25, to cover the filing fee.

Please return evidence of filing to me at the address set forth in the letterhead above. Please contact me with any questions. Thank you!

Sincerely yours,

Joseph L. Lindsay, Esq.

Enclosures (as stated)

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2010 JUN 24 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FL 32301

CERTIFICATE OF CONVERSION

JASBR, LLC, a Florida limited liability company, hereby submits this Certificate of Conversion pursuant to Chapter 608, *Florida Statutes*.

1. JASBR, LLC, a Florida limited liability company, has been and hereby is converted into JASBR, LLC, a Delaware limited liability company, in compliance with Chapter 608, *Florida Statutes*. Said conversion complies with the applicable laws governing JASBR, LLC, a Florida limited liability company and JASBR, LLC, a Delaware limited liability company.

2. The plan of conversion was approved by JASBR, LLC, a Florida limited liability company, in accordance with Chapter 608, *Florida Statutes*.

3. The effective date of the conversion is the date of filing hereof.

4. The address of the principal office of JASBR, LLC, a Delaware limited liability company, is 701 W. Delilah Road, Suite 213, Pleasantville, NJ 08232.

5. JASBR, LLC, a Delaware limited liability company, hereby appoints the Florida Secretary of States as its agent for service of process in a proceeding to enforce obligations of JASBR, LLC, a Florida limited liability company, including any appraisal rights of its members under applicable law. JASBR, LLC, a Delaware limited liability company, hereby provides the following street and mailing address for purposes of Section 48.181, *Florida Statutes*: 701 W. Delilah Road, Suite 213, Pleasantville, NJ 08232.

6. JASBR, LLC, a Delaware limited liability company, has agreed to pay any members of JASBR, LLC, a Florida limited liability company, having appraisal rights the amounts to which they are entitled under Chapter 608, *Florida Statutes*.

Signed this 6 day of JUNE, 2010.

JASBR, LLC
a Florida limited liability company

By: _____

Scott H. Dantis
Manager

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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