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(Requestor's Name)

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(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

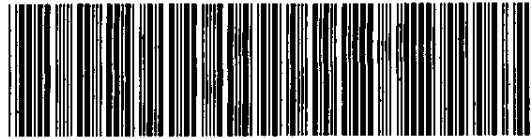
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TALLAHASSEE FLORIDA

rfhws

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eznicsek • fraser • hastings • while • shaffer
attorneys

December 21, 2009

Via Federal Express

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: No Limit Entertainment, LLC

Dear Sir/Madam:

Enclosed for filing is a Certificate of Conversion to convert No Limit Entertainment, LLC, a Delaware limited liability company to a Florida limited liability company and Articles of Organization for No Limit Entertainment, LLC. Also enclosed is my firm's check in the amount of \$150.00 for the filing fee.

Please file the Certificate and Articles accordingly and return a filed copy of same to my attention. If you have any questions or concerns, please do not hesitate to call me at (904) 567-1177.

Sincerely,



Donna Ciancutti
Paralegal

Encls.

Certificate of Conversion

for

"Other Business Entity"

into

Florida Limited Liability Company

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following "Other Business Entity" into a Florida Limited Liability Company in accordance with s.608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is: No Limit Entertainment, LLC.
2. The "Other Business Entity" is a limited liability company, first organized, formed or incorporated under the laws of Delaware on October 24, 2007.
3. The name of the Florida Limited Liability Company as forth in the attached Articles of Organization is: No Limit Entertainment, LLC.
4. The effective date shall be the date of filing the Certificate of Conversion.

Effective this 27 day of October, 2009.

No Limit Entertainment, LLC
a Delaware Limited Liability Company

By: Kendra L. Turnage
Kendra L. Turnage, Manager

No Limit Entertainment, LLC
a Florida Limited Liability Company

By: Kendra L. Turnage
Kendra L. Turnage, Manager

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FLORIDA

ARTICLES OF ORGANIZATION
OF
NO LIMIT ENTERTAINMENT, LLC

Pursuant to section 608.407 of the Florida Limited Liability Company Act, Florida Statutes, as amended from time to time (the "Act"), the following are adopted as the Articles of Organization of the limited liability company organized hereby:

ARTICLE I
NAME

The name of the limited liability company (the "Company") is No Limit Entertainment, LLC.

ARTICLE II
DURATION

Unless earlier terminated pursuant to the Act or the Operating Agreement (as defined in § 608.402 (24) of the Act) of the Company, the period of its duration shall be perpetual.

ARTICLE III
ADDRESS

The mailing and street address of the principal office of the Company shall be 2750 Race Track Road, Suite 305, St. Johns, Florida 32259.

ARTICLE IV
REGISTERED AGENT AND OFFICE

The initial registered office of the Company shall be 4230 Pablo Professional Court, Suite 200, Jacksonville, Florida 32224, and its initial registered agent at such office shall be Reznicek, Fraser, Hastings, White & Shaffer, P.A., Attention: Elizabeth D. Shaw.

ARTICLE V
MANAGEMENT OF THE COMPANY

The Company will be managed by one or more managers in accordance with and subject to the requirements of the Act and Operating Agreement of the Company. The name and street address of the initial Manager of this Company is:

Name

Kendra L. Turnage

Address

917 East Pleasant Place
St. Johns, Florida 32259

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TALLAHASSEE FLORIDA

IN WITNESS WHEREOF, the undersigned Manager of the Company has executed these Articles of Organization on behalf of the Company in accordance with § 608.407 of the Act.

Dated this 21 day of October, 2009.


Kendra L. Turnage, Manager

**CERTIFICATE DESIGNATING REGISTERED OFFICE
AND
REGISTERED AGENT FOR THE SERVICE OF PROCESS
WITHIN FLORIDA**

In compliance with Chapter 608, Florida Statutes, as amended from time to time (the "Act"), the following is submitted:

No Limit Entertainment, LLC, desiring to organize or qualify under the laws of the State of Florida as a limited liability company pursuant to the Act, hereby designates Reznicek, Fraser, Hastings, White & Shaffer, P.A. as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 4230 Pablo Professional Court, Suite 200, Jacksonville, Florida 32224.


Dated this 21 day of October, 2009.


Kendra L. Turnage, Manager

Having been named as registered agent to accept service of process for the above stated limited liability company, at the place designated in this certificate, I hereby agree to 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.

Dated this 27 day of October, 2009.

Reznicek, Fraser, Hastings, White & Shaffer, P.A.,
Registered Agent

By: 
Rick M. Reznicek, President