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JAN 11 2010
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DIVISION OF CORPORATIONS

FLORIDA RESEARCH & FILING SERVICES, INC.
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TALLAHASSEE, FL 32301
PHONE (850)656-6446

WALK-IN

ENTITY NAME:

USD FINANCE, LLC

CK# 4336

AMOUNT \$300.00 (\$150.00 for this filing)

PLEASE FILE THE ATTACHED CONVERSION & RETURN THE FOLLOWING:

☐ CERTIFIED COPY

☒ STAMPED COPY

☐ CERTIFICATE OF STATUS

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Examiner's Initials

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

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DIVISION OF CORPORATIONS
10 JAN 11 AM 10:47

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:
USD FINANCE, INC.

PO1 UWW097095

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Corporation
(Enter entity type. Example: corporation, limited partnership, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Florida
(Enter state, or if a non-U.S. entity, the name of the country)

on 10/05/2001
(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization:

USD FINANCE, LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: _____
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
USD FINANCE, LLC

Article II. Address

The street and mailing address of the Company's initial principal office is:
USD FINANCE, LLC
16980 NE 19th Avenue
North Miami Beach FL 33162

Article III. Registered Agent

The name and street address of the Company's registered agent is:
David Etzion
16980 NE 19th Avenue
North Miami Beach FL 33162

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Corporate Creations International Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410
(561) 694-8107

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Signed this 07 day of JANUARY 20 10

Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: _____
Printed Name: DAVID ETZION Title: MEMBER

Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: _____
Printed Name: DAVID ETZION Title: DIRECTOR

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

If Florida Corporation:

Signature of Chairman, Vice Chairman, Director, or Officer.

If Directors or Officers have not been selected, an Incorporator must sign.

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

All others:

Signature of an authorized person.

Fees:

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

Article V. Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

Article VI. Management

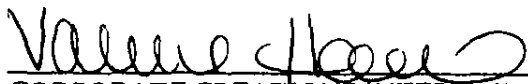
This will be a member-managed company. The name and address of each member is:

DAVID ETZION
16980 NE 19th Avenue
North Miami Beach FL 33162
Szymon Trojecki
16980 NE 19th Avenue
North Miami Beach FL 33162

Article VII. Company Existence

The Company's existence shall begin effective as of October 5, 2001.

The undersigned authorized representative of a member executed these Articles of Organization on January 8, 2010.



CORPORATE CREATIONS INTERNATIONAL INC.

Franco E. Cammarata Vice President
by Valerie Hawk as attorney-in-fact

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STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

USD FINANCE, LLC

REGISTERED AGENT/OFFICE:

David Etzion

16980 NE 19th Avenue

North Miami Beach FL 33162

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



DAVID ETZION

by Valerie Hawk as attorney-in-fact

Date: October 5, 2001.

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