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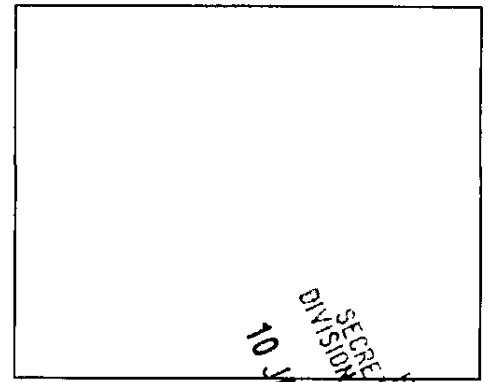
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JAN 29 2010

EXAMINER

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WALK-IN

ENTITY NAME:

L & L GROUP HOLDING, LLC

CK# 4377

AMOUNT \$125.00

PLEASE FILE THE ATTACHED CONVERSION & RETURN THE FOLLOWING:

___ CERTIFIED COPY

XXX STAMPED COPY

___ CERTIFICATE OF STATUS

Examiner's Initials

**CERTIFICATE OF CONVERSION
FOR
OTHER BUSINESS ENTITY
INTO
FLORIDA LIMITED LIABILITY COMPANY**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 JAN 29 PM 2:29

This Certificate of Conversion and the attached Articles of Organization are submitted to convert the following "Other Business Entity" into a Florida Limited Liability Company in accordance with Section 608.0439, Florida Statutes:

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

L & L Group Holding, LLC

2. The "Other Business Entity" is a **limited liability company** first organized, formed or incorporated under the laws of the State of Georgia on April 4, 2006.

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:

N/A

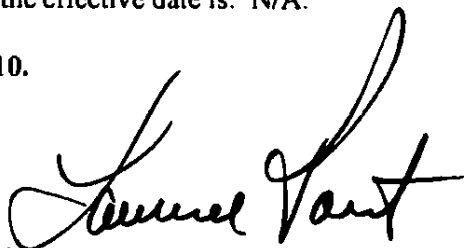
4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is:

L & L Group Holding, LLC

5. If not effective on the date of filing, the effective date is: N/A.

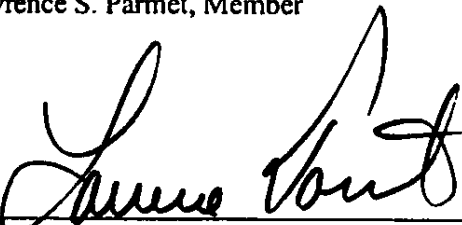
Signed this 22nd day of January, 2010.

REQUIRED SIGNATURE:



Lawrence S. Parmet, Member

OTHER BUSINESS ENTITY:

By: 

Lawrence S. Parmet, Member

PLAN OF CONVERSION

The following Plan of Conversion is submitted in compliance with Section 608.439 of the Florida Limited Liability Company Act (the "Act"):

1. The name, form and jurisdiction of the organization **before conversion** is:

L & L Group Holding, LLC
a Georgia Limited Liability Company
GA Control No. 062418

2. The name, form and jurisdiction of the organization **after conversion** is:

L & L Group Holding, LLC,
a Florida limited liability company

3. Upon the conversion becoming effective, **L & L Group Holding, LLC**, shall be governed by the terms and provisions of the Florida Limited Liability Company Act.
4. The terms and conditions of the conversion, including the manner and basis for converting interests in the converting organization into any combination of interests, shares, obligations, securities, cash, rights, or any other consideration money, interests in the converted organization, and other consideration are as follows:

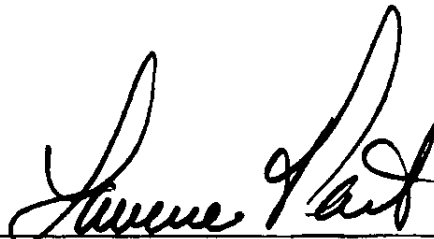
L & L Group Holding, LLC, a Georgia limited liability company (the "GA Company"), has two members, **Lawrence S. Parmet and Lorenza Torres Parmet**, owning One Hundred percent (100%) of the Company's issued and outstanding membership interests, referred to hereinafter as the "Members."

Upon the conversion becoming effective, all of the Company's issued and outstanding membership interests shall be converted into proportionate percentages of membership interests in **L & L Group Holding, LLC** (the "Members").

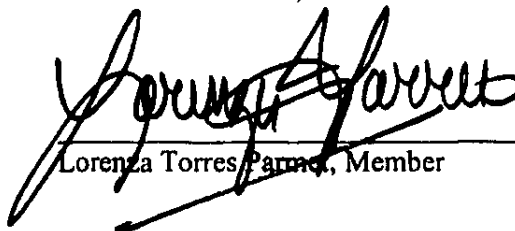
5. A copy of the Articles of Organization for **L & L Group Holding, LLC** as attached hereto as Exhibit "A" shall be filed with the Florida Department of State. The Articles of Organization, the Certificate of Conversion and the Plan of Conversion were approved and adopted by the Members by unanimous written consent on January ____, 2010.
6. This Plan may be amended at any time prior to the effective date of the conversion upon the express written consent of the Members of the GA Company to be converted.
7. The signatures of the Members of the GA Company to be converted on this Plan of Conversion and on any documents and instruments executed in connection therewith or pursuant thereto shall be conclusive evidence of their authority to execute and deliver such instruments or documents.

IN WITNESS WHEREOF, this Plan of Conversion is effective this 22nd day of January, 2010.

REQUIRED SIGNATURE:

A handwritten signature in black ink, appearing to read "Lawrence S. Parmet", written over a horizontal line.

Lawrence S. Parmet, Member

A handwritten signature in black ink, appearing to read "Lorenza Torres Parmet", written over a horizontal line.

Lorenza Torres Parmet, Member

EXHIBIT A

Articles of Organization

WPB 1053407.1

**ARTICLES OF ORGANIZATION
FOR
L & L GROUP HOLDING, LLC
(A Florida Limited Liability Company)**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 JAN 29 PM 2:29

The undersigned, for the purpose of forming a limited liability company under the laws of the State of Florida, pursuant to the Florida Limited Liability Company Act (the "Act"), hereby adopts the following Articles of Organization:

**ARTICLE 1
NAME**

The name of the Limited Liability Company is **L & L Group Holding, LLC** (the "Company").

**ARTICLE 2
DURATION**

This Company shall exist on the date of filing of these Articles with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual.

**ARTICLE 3
NATURE OF BUSINESS**

This Company is organized for the purpose of transacting any and all lawful business.

**ARTICLE 4
ADDRESS**

The street address and the mailing address of the principal office of the Company is:

**484 Mariner Drive
Jupiter, FL 33477**

**ARTICLE 5
INITIAL REGISTERED AGENT AND REGISTERED OFFICE:**

The street address of the initial registered office of the Company is One Biscayne Tower, Suite 3400, Miami, FL 33131, and the name of the initial registered agent of this Company at that address is GY Corporate Services, Inc.

**ARTICLE 6
MANAGEMENT**

The Company shall be manager-managed in accordance with the Operating Agreement of the Company. The manager of the Company are:

Parmet Management, LLC

ARTICLE 7 MEMBERSHIP CERTIFICATES

Each Member's interest in the Company may be evidenced by a membership participation or unit certificate. No Member of the Company may transfer, sell or assign its membership interest in the Company to any other person except as provided for in the Company's Operating Agreement.

ARTICLE 8 INDEMNIFICATION

This Company shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was manager, member, managing member or officer of this Company, or is or was serving at the request of this Company as a manager, member, director, officer, trustee, employee or agent of or in any other capacity with another company, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding.

Expenses (including attorney's fees) incurred by an member, manager or officer in defending any civil, criminal, administrative or investigative proceeding shall be paid by the Company in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such member, manager or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Company as authorized in this Article. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Company deems appropriate.

Notwithstanding the foregoing, indemnification or advancement of expenses shall not be made to or on behalf of any member, manager, managing member, officer, employee, or agent if a judgment or other final adjudication establishes that the actions, or omissions to act, of such member, manager, managing member, officer, employee, or agent were material to the cause of action so adjudicated and constitute any of the following:

8.1 A violation of criminal law, unless the member, manager, managing member, officer, employee, or agent had no reasonable cause to believe such conduct was unlawful.

8.2 A transaction from which the member, manager, managing member, officer, employee, or agent derived an improper personal benefit.

8.3 In the case of a manager or managing member, a circumstance under which the liability provisions of section 408.426 of the Florida Statutes are applicable.

8.4 Willful misconduct or a conscious disregard for the best interests of the limited liability company in a proceeding by or in the right of the limited liability company to procure a judgment in its favor or in a proceeding by or in the right of a member.

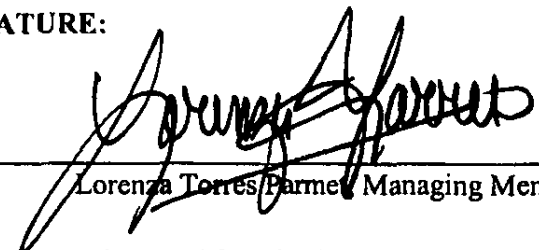
The indemnification provided by this Article shall continue as to an indemnified person who has ceased to be a member, manager, managing member, officer, employee, or agent and shall inure to the benefit of the estate, heirs, personal representatives, beneficiaries, executors and administrators of such person. All rights to indemnification and advances under this Article shall be deemed to be a contract between the Company and each indemnified person at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Florida Limited Liability Company Act or any other applicable laws shall not in any way diminish the rights to indemnification of such indemnified person or the obligations of the Company arising hereunder for claims relating to matters occurring prior to the repeal or modification.

ARTICLE 9 AMENDMENT

The Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the Member is subject to this reservation.

Dated: January 22, 2010

REQUIRED SIGNATURE:



Lorena Torres Parmet, Managing Member

(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.)

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated in these Articles of Organization, GY Corporate Services, Inc. hereby accepts the appointment as registered agent and agrees to act in this capacity. GY Corporate Services, Inc. further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and GY Corporate Services, Inc. is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, F.S.

GY CORPORATE SERVICES, INC.

By: 
MICHAEL V. MITRIONE, Vice President

Dated: JANUARY 25, 2010

WPB 1061971.1