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SECRETARY OF STATE
DIVISION OF CORPORATION
10 FEB -3 PM 3:42

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: BRAIN-TRAINERS MENTAL FITNESS INC.

The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 608.439, F.S.

Please return all correspondence concerning this matter to:

Barbara Jane League, Esq.
Barbara Jane League, P.A.
3955 Riverside Avenue, Suite 100
Jacksonville, FL 32205
E-mail address: bjleague@leaguelawteam.com

For further information concerning this matter, please call: Barbara Jane League at (904) 425-4703.

Enclosed is a check for the following amount:

<input checked="" type="checkbox"/> \$150.00 Filing Fee	<input type="checkbox"/> \$155.00 Filing Fee and Certificate of Status	<input type="checkbox"/> \$180.00 Filing Fee and Certified Copy	<input type="checkbox"/> \$85.00 Filing Fee, Certified Copy, and Certificate of Status
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Mailing Address

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Street Address

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

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: **Brain-Trainers Mental Fitness Inc.**
2. The "Other Business Entity" is a **corporation** first organized, formed or incorporated under the laws of **Florida** on **June 6, 2008**.
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: **NOT APPLICABLE.**
4. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization: Brain-Trainers Mental Fitness LLC**
5. This conversion shall be effective on the date of filing.

Signed this 21 day January, 2010.

Signature of Member or Authorized Representative of Limited Liability Company:



Matthew C. Barrett, Member

Signature of behalf of Other Business Entity:



Matthew C. Barrett, Director

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I

The name of the Limited Liability Company is: Brain-Trainers Mental Fitness LLC.

ARTICLE II

The mailing address and street address of the principal office of the Limited Liability Company is: 2285 County Road 220 #1503, Middleburg, FL 32068.

ARTICLE III

The name and the Florida street address of the registered agent are: Matthew C. Barrett, 2285 County Road 220 #1503, Middleburg, FL 32068.

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby 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 as provided for in Chapter 608, F.S.



Registered Agent's Signature

ARTICLE IV

The name and address of each Manager or Managing Member is as follows:

Title: MGR
Matthew C. Barrett
2285 County Road 220 #1503
Middleburg, FL 32068

Title: MGR
Emily L. Barrett
2285 County Road 220 #1503
Middleburg, FL 32068

ARTICLE V

The effective date for this Limited Liability Company shall be the date these Articles are filed.

ARTICLE VI

The purpose for which this Limited Liability Company is organized is any and all business lawful under the laws of the state of Florida and the United States.

(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.)

A handwritten signature in black ink, appearing to read "Matthew C. Barrett", is written over a horizontal line.

Matthew C. Barrett, Member