

FILED
13 JUN -3 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 669575 4323109

AUTHORIZATION :

COST LIMIT : \$25.00

[Handwritten signature]

ORDER DATE : May 30, 2013

ORDER TIME : 4:11 PM

ORDER NO. : 669575-005

CUSTOMER NO: 4323109

DOMESTIC AMENDMENT FILING

NAME: COPLEY RETENTION SYSTEMS, LLC

EFFECTIVE DATE:

XX CERTIFICATE OF CONVERSION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 52956

EXAMINER'S INITIALS: _____

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Certificate of Conversion
for
Florida Limited Liability Company
into
"Other Business Entity"

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Conversion is submitted to convert the following Florida Limited Liability Company into an "Other Business Entity" in accordance with s. 608.4403, Florida Statutes.

1. The name of the Florida Limited Liability Company converting into the "Other Business Entity" is **Copley Retention Systems, LLC**.
2. The name of the "Other Business Entity" is **Copley Retention Systems, Inc.**
3. The "Other Business Entity" is a corporation incorporated under the laws of Delaware.
4. The above referenced Florida Limited Liability Company has converted into an "Other Business Entity" in compliance with Chapter 608, Florida Statutes, and the conversion complies with the statute or applicable law governing the "Other Business Entity."
5. The plan of conversion was approved by the converting Florida Limited Liability Company in accordance with Chapter 608, Florida Statutes.
6. This conversion was effective under the laws governing the "Other Business Entity" on May 30, 2013.
7. This conversion shall be effective in Florida on May 30, 2013.
8. The principal office address of the "Other Business Entity" under the laws of the state, country, or jurisdiction in which such entity was organized is as follows:

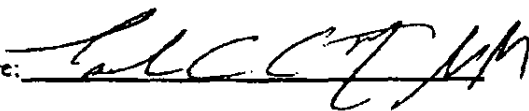
16301 Malibu Drive
Weston, FL 33326
9. If the "Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Other Business Entity":
 - a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida limited liability company, including any appraisal rights of its members under ss. 608.4351 - 608.43595, Florida Statutes.

b.) Lists the following street and mailing address of an office the Florida Department of State may use for purposes of s. 48.181, Florida Statutes:

Street and Mailing address: 16301 Malibu Drive
Weston, FL 33326

10. The "Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 608.4351-608.43595, Florida Statutes.

Signed this 15 day of May, 2013.

Signature: 

Printed Name: Edward C. Clougherty

Title: Manager

COPLEY RETENTION SYSTEMS, LLC

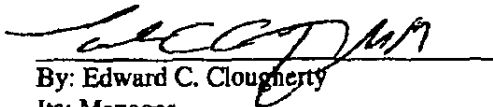
PLAN OF CONVERSION

This Plan of Conversion (this "Plan") is for the purpose of setting forth the terms and conditions of the conversion of Copley Retention Systems, LLC, a Florida limited liability company (the "LLC"), into a Delaware corporation, in accordance with the Florida Limited Liability Company Act and the Delaware General Corporation Law (the "Conversion").

Upon consummation of the Conversion:

1. The surviving entity shall be a Delaware corporation. The surviving entity's name shall be "Copley Retention Systems, Inc." (the "Corporation").
2. The effective date of the Conversion shall be the date on which the Certificate of Conversion and the Certificate of Incorporation are filed with the Secretary of State of the State of Delaware.
3. On the effective date, 109.69 of the outstanding member units of the LLC ("Units") shall be converted into shares of common stock, par value \$0.001 per share ("Common Shares"), at a conversion rate of 3,467.3142 Common Shares per Unit. The remaining 26.21 outstanding Units shall be converted into shares of Series A Convertible Preferred stock, par value \$0.001 per share ("Preferred Shares"), of the Corporation, at a rate of 2,500 Preferred Shares per Unit.
4. The full text of the Certificate of Incorporation of the Corporation, as will be in effect immediately after the consummation of the Conversion, is attached hereto as Appendix A.
5. This Plan may be modified at any time by action of the Manager and the Members of the Company prior to the Conversion.

COPLEY RETENTION SYSTEMS, LLC


By: Edward C. Clougherty
Its: Manager

Dated: May 2, 2013