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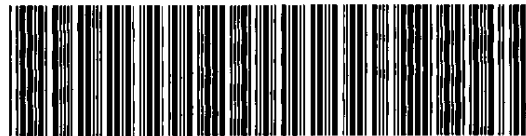
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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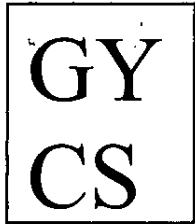


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FILED  
10 JUN 28 PM 1:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N. O'Connell JUN 29 2010



GY Corporate Services, Inc.  
2 South Biscayne Boulevard, Suite 3400  
Miami, Florida 33131-1897  
Telephone: (305) 376-4181  
Telecopier: (786) 425-4074  
Email: Lmills@gunster.com

June 24, 2010

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**Re: Lev (U.S.A.), LLC**

Dear Sir or Madam:

Enclosed for filing with the Florida Secretary of State is a Certificate of Conversion for Other Business Entity into Florida Limited Liability Company, together with the Articles of Organization for Lev (U.S.A.), LLC. Also enclosed is check number 6585 in the amount of \$150.00 to cover the filing fee.

Should you have any questions, please call me at 305.376.4181. Thank you for your prompt attention to this matter.

Sincerely,

A handwritten signature in cursive script, appearing to read 'Lisa N. Mills'.

Lisa N. Mills  
Corporate Paralegal

/LNM  
Enclosures

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

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10 JUN 28 PM 1:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*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 608.439, Florida Statutes:*

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

**Lev (U.S.A.), Inc.**

2. The "Other Business Entity" is a **corporation** first organized, formed or incorporated under the laws of the State of Florida on August 25, 2009.

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:

**Lev (U.S.A.), LLC**

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

Signed this 4<sup>th</sup> day of June, 2010.

**REQUIRED SIGNATURE:**

**Lev (U.S.A.), LLC**

By: \_\_\_\_\_

Bogdan Georgescu, Manager

**OTHER BUSINESS ENTITY:**

**Lev (U.S.A.), Inc.**

By: \_\_\_\_\_

Bogdan Georgescu, President

**ARTICLES OF ORGANIZATION  
FOR  
LEV (U.S.A.), LLC**

*(A Florida Limited Liability Company)*

*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 I -  
Name**

The name of the Limited Liability Company is Lev (U.S.A.), LLC (the "Company").

**ARTICLE II -  
Duration**

These Articles of Organization are being filed in connection with and simultaneously with the Certificate of Conversion of Lev (U.S.A.), Inc., a Florida Corporation, which was originally organized under Florida law on August 25, 2009. Pursuant to Florida Statute Section 608.439, and pursuant to these Articles of Organization and the Certificate of Conversion, Lev (U.S.A.), Inc., a Florida corporation, has been converted on the date hereof into a Florida limited liability company under the name Lev (U.S.A.), LLC (the "Conversion"). The duration of the Company shall be perpetual.

**ARTICLE III -  
Nature of Business**

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

**ARTICLE IV -  
Address**

The initial principal office address of the Company is 1140 Hatteras Lane, Hollywood, FL 33014.

The initial mailing address of the Company is 1140 Hatteras Lane, Hollywood, FL 33014.

**ARTICLE V -  
Initial Registered Agent and Registered Office**

The street address of the initial registered office of the Company is 2 South Biscayne Boulevard, 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 VI -  
Management**

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

Bogdan Georgescu  
1140 Hatteras Lane  
Hollywood, Florida 33014

**ARTICLE VII -  
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 VIII -  
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 (secured or unsecured as may be determined by the Company) 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:

(a) 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.

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

(c) 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.


(d) 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 IX - Amendment**

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

4<sup>th</sup> IN WITNESS WHEREOF the undersigned has executed these Articles as of the  
day of JUNE, 2010.

  
\_\_\_\_\_  
Bogdan Georgescu, Manager

(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 the service of process for the above-stated limited liability company at the place designated in these Articles, 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: \_\_\_\_\_

Mark J. Scheer, President

Dated: June 4, 2010

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