

#L10000130968

(Requestor's Name)

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(Business Entity Name)

(Document Number)

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RECEIVED
DEPARTMENT OF STATE
BUREAU OF CORPORATION
2014 MAY 21 AM 10:47
TO ECONOMIC
SUFFICIENCY OFFICE

FILED
2014 MAY 21 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. SALY
EXAMINER
MAY 22 2014



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 141832 4329169

AUTHORIZATION :

COST LIMIT :

[Handwritten signature]
~~\$35.00~~ \$25.00

ORDER DATE : May 20, 2014

ORDER TIME : 4:43 PM

ORDER NO. : 141832-005

CUSTOMER NO: 4329169

DOMESTIC CONVERSIION FILING

NAME: CLUTCH TUTORING LLC

XXXXX ARTICLES OF CONVERSION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Emily Gray -- EXT# 62925

EXAMINER'S INITIALS: _____

**ARTICLES OF CONVERSION
FROM FLORIDA LIMITED LIABILITY COMPANY
TO OTHER BUSINESS ENTITY**

(Section 605.1045, Florida Revised Limited Liability Company Act)

FILED
2014 MAY 21 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Conversion is submitted to convert CLUTCH TUTORING, LLC, a Florida limited liability company, into CLUTCH LEARNING, INC., a Delaware corporation in accordance with Section 605.1042 of the Revised Limited Liability Company Act (the "Act").

1. The name of the converting entity immediately prior to filing of this Certificate of Conversion is CLUTCH TUTORING, LLC. *L10000130968

2. The converting entity is a limited liability company first organized under the laws of Florida on December 23, 2010.

3. The name of the converted entity is CLUTCH LEARNING, INC.

4. The converted entity will be a corporation organized under the laws of Delaware.

5. The Plan of Conversion has been approved in accordance with Section 608.1041-605.1046 of the Act.

6. The address to which any process served pursuant to Section 605.117 and Chapter 48 of the Florida Business Organizations Act may be sent is 8500 SW 8th St #204, Miami, FL 33144.

Executed this 20th day of May, 2014.

CONVERTING ENTITY:

CLUTCH TUTORING, LLC

By: _____

Name: Artem Volos
Title: COO/CFO

CONVERTED ENTITY:

CLUTCH LEARNING, INC.

By: _____

Name: Artem Volos
Title: COO/CFO