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(Address)

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**CORPORATE
ACCESS,
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CONVERSION

1.

New Year, INC
(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

3.

(CORPORATE NAME AND DOCUMENT #)

4.

(CORPORATE NAME AND DOCUMENT #)

5.

(CORPORATE NAME AND DOCUMENT #)

6.

(CORPORATE NAME AND DOCUMENT #)

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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:

New Year, Inc.

570091

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a corporation

(Enter entity type. Example: corporation, limited partnership, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Florida

(Enter state, or if a non-U.S. entity, the name of the country)

on 04/29/1987

(Enter date "Other Business Entity" was first organized, formed or incorporated)

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**:

New Year, LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: January 10, 2011.
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

Signed this 15th day of December 2010.

Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: [Signature]
Printed Name: Jeff M. Novatt, Esq. Title: Authorized Representative

Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: [Signature]
Printed Name: Gaston Lannee Title: President

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

If Florida Corporation:

Signature of Chairman, Vice Chairman, Director, or Officer.

If Directors or Officers have not been selected, an Incorporator must sign.

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

All others:

Signature of an authorized person.

Fees:

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

EFFECTIVE DATE

1/10/2011

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**ARTICLES OF ORGANIZATION
OF
NEW YEAR, LLC**

The undersigned organizer hereby forms a Limited Liability Company under Chapter 608 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the Limited Liability Company ("Company") shall be **New Year, LLC**.

ARTICLE II. PRINCIPAL PLACE OF BUSINESS

The address of the principal place of business of this Company shall be **1717 Gulf Shore Blvd. North, #804, Naples, Florida 34102**, and the mailing address of the Company shall be **P. O. Box 7435, Naples, Florida 34102-7435**.

ARTICLE III. TERM OF EXISTENCE

This Company shall commence its existence effective as of January 10, 2011, pursuant to Florida Statutes Section 608.409; and shall exist until dissolved in a manner provided by law or as provided in the operating agreement adopted by the members.

ARTICLE IV. NATURE OF BUSINESS

This Company may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE V. MANAGEMENT

The Company is to be managed by one or more managers and is, therefore, a manager-managed company pursuant to Florida Statutes Section 608.422. The name and address of the initial manager is as follows:

**Deborah L. Harvey, CPA
801 Laurel Oak Drive, #303
Naples, Florida 34108**

ARTICLE VI. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

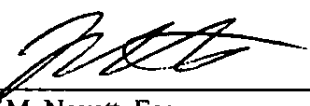
1. The name of the initial registered agent of the Company is Jeff M. Novatt, Esq.
2. The street address of the initial registered office of the Company shall be Cheffy Passidomo, P.A., 821 Fifth Avenue South, Suite 201, Naples, Florida 34102. The mailing address shall be Cheffy Passidomo, P.A., 821 Fifth Avenue South, Suite 201, Naples, Florida 34102.

ARTICLE VII. ORGANIZER

The name and street address of the Organizer to these Articles of Organization is:

Jeff M. Novatt, Esq.
Cheffy Passidomo, P.A.
821 Fifth Avenue South, Suite 201
Naples, Florida 34102

IN WITNESS WHEREOF, the undersigned has hereunto set his hands on this 5th day of January, 2011.

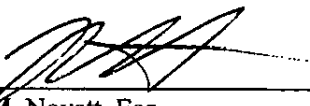


Jeff M. Novatt, Esq.
Authorized Representative

ACCEPTANCE

I agree, as Registered Agent, to accept service of process; to keep my office open during prescribed hours; to post my name (and any other officers of said limited liability company authorized to accept service of process at the above Florida designated address) in some conspicuous place in my office as required by law. I am familiar with and accept the obligations of my position as registered agent.

WITNESS my hand this 5th day of January, 2011, in the City of Naples, State of Florida.



Jeff M. Novatt, Esq.
Registered Agent