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(Requestor's Name)

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(City/State/Zip/Phone #)

☐ PICK-UP

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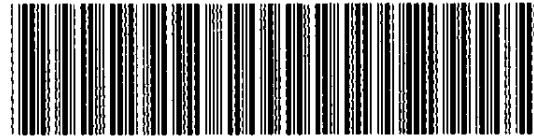
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

B. KOHR

FEB 10 2011

EXAMINER

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 FEB -9 AM 9:42



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195
REFERENCE : 670580 7199649
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 150.00

FILED STATE
SECRETARY OF CORPORATIONS
11 FEB -9 AM 9:42

ORDER DATE : February 9, 2011

ORDER TIME : 4:01 PM

ORDER NO. : 670580-030

CUSTOMER NO: 7199649

DOMESTIC AMENDMENT FILING

NAME: DJP RETAIL HOLDINGS, INC.

EFFECTIVE DATE:

XX___ ARTICLES OF CONVERSION
___ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

___ CERTIFIED COPY
XX___ PLAIN STAMPED COPY
___ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Doreen Wallace -- EXT# 2928

EXAMINER'S INITIALS: _____

**Certificate of Conversion
For
DJP Retail Holdings, INC.
into
DJP Retail Holdings, LLC**

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DIVISION OF CORPORATIONS
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This Certificate of Conversion and attached Articles of Organization are submitted to convert DJP Retail Holdings, Inc. (the "Corporation") into a Florida limited liability company in accordance with §§ 607.1113 and 608.439 of the Florida Statutes.

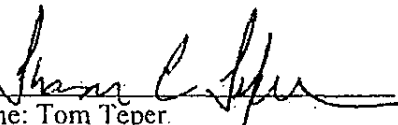
1/1/2008

1. The name of the "Other Business Entity" immediately prior to this Certificate of Conversion is DJP Retail Holdings, Inc. P07000135463
2. The "Other Business Entity" is a Profit Corporation first incorporated under the laws of Florida on December 31, 2007, effective January 1, 2008,.
3. The jurisdiction of the "Other Business Entity" has not changed since it was first incorporated.
4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is DJP Retail Holdings, LLC..
5. The plan of conversion was approved by the sole director and sole shareholder of the converting Florida Profit Corporation, in accordance with Chapters 607 and 608 of the Florida Statutes.
6. The effective date of the Conversion shall be February 9, 2011.
7. The conversion is permitted by the applicable law(s) governing the Other Business Entity and the conversion complies with such law(s) and the requirements of s.608.439, F.S., in effecting the conversion.
8. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.
9. The address of the principal office of the LLC will be 10800 NW 97TH STREET, SUITE 103, MIAMI FL 33178.
10. The conversion of the Corporation to the LLC is a change in the form of the business under applicable Florida State law. The change does not affect the business structure or the day-to-day operation of the business. Following the conversion, the LLC will be, for all practical purposes, the same business that existed before the conversion.

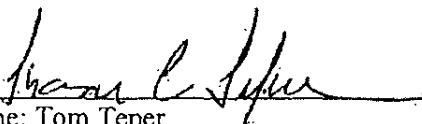
11. This Certificate of Conversion shall be effective as of the date of filing of the same with the Florida Department of State.

Signed this 9th day of February 2011.

Signature of Member or Authorized Representative of limited liability company:

By: 
Name: Tom Teper
Title: Chief Financial Officer

Signature of Officer or Director of corporation:

By: 
Name: Tom Teper
Title: Chief Financial Officer

**ARTICLES OF ORGANIZATION
OF
DJP Retail Holdings, LLC**

Pursuant to the provisions of Chapter 608, Florida Statutes, for the purpose of forming limited liability company under the laws of the State of Florida, the following are the Articles of Organization for DJP Retail Holdings, LLC:

NAME

The name of the limited liability company is DJP Retail Holdings, LLC (the "Company").

MAILING ADDRESS AND PRINCIPAL PLACE OF BUSINESS

The mailing address and principal place of business of the Company is 10800 NW 97TH STREET, SUITE 103, MIAMI FL 33178.

INITIAL REGISTERED AGENT

The name and address of the initial registered agent for the Company in Florida is Tom Teper, Chief Financial Officer, 10800 NW 97TH STREET, SUITE 103, MIAMI FL 33178.

IN WITNESS WHEREOF, pursuant to Section 608.407, Florida Statutes, the undersigned authorized representative of a member of the Company, has executed these Articles of Organization this 9th day of February, 2011.



Tom Teper, Chief Financial Officer

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

That **DJP Retail Holdings, LLC**, desiring to organize under the laws of the State of Florida, has named Tom Teper, whose offices are located at 10800 NW 97TH STREET, SUITE 103, MIAMI FL 33178 as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 608.415, Florida Statutes.

Dated this 9th day of February, 2011.


Tom Teper, Chief Financial Officer