

L110000023680

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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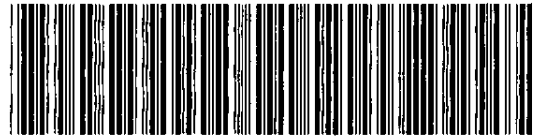
(Business Entity Name)

(Document Number)

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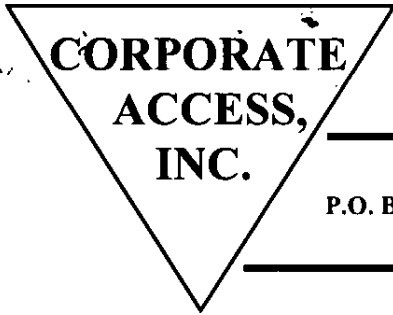
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Convassation w/ LLC Arts.

1.

Wholesale America, LLC
(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 #)

SPECIAL
INSTRUCTIONS:

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

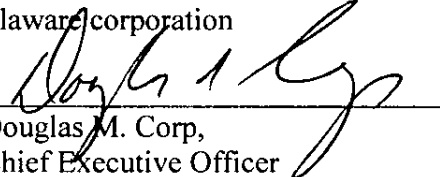
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This Certificate of Conversion and attached Articles of Organization are submitted to convert the following "Other Business Entity" into a Florida limited liability company in accordance with Section 608.439, Florida Statutes.

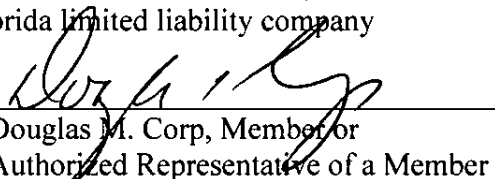
1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is Wholesale America Corp., a Delaware corporation.
2. The "Other Business Entity" is a corporation first organized, formed or incorporated under the laws of the State of Delaware on December 23, 1998.
3. The name of the Florida limited liability company as set forth in the attached Articles of Organization is: **Wholesale America, LLC**.
4. The conversion is permitted by the applicable laws governing the Other Business Entity and the conversion complies with such laws and the requirements of Section 608.439, Florida Statutes.
5. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Conversion on the 18 day of February, 2011.

WHOLESALE AMERICA CORP.,
a Delaware corporation

By: 
Douglas M. Corp,
Chief Executive Officer

WHOLESALE AMERICA, LLC,
a Florida limited liability company

By: 
Douglas M. Corp, Member or
Authorized Representative of a Member

**ARTICLES OF ORGANIZATION
OF
WHOLESALE AMERICA, LLC**

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ARTICLE I - NAME

The name of this limited liability company is Wholesale America, LLC (the "Company").

ARTICLE II - PRINCIPAL OFFICE

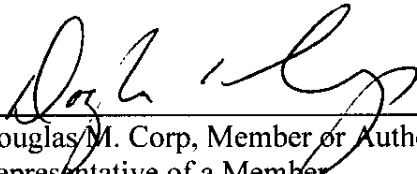
The mailing address and street address of the principal office of the Company is 1101 Cornwall Road, Sanford, Florida 32773.

ARTICLE III - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company is 1101 Cornwall Road, Sanford, Florida 32773, and the name of the initial registered agent of the Company at that address is Douglas M. Corp.

ARTICLE IV - MANAGEMENT

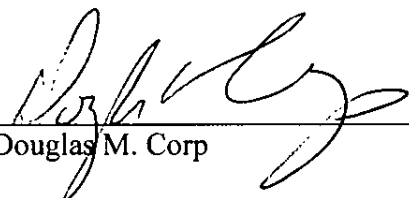
The Company is member-managed and the initial managing members of the Company are Douglas M. Corp and William T. Corp, Jr.



Douglas M. Corp, Member or Authorized
Representative of a Member

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.



Douglas M. Corp