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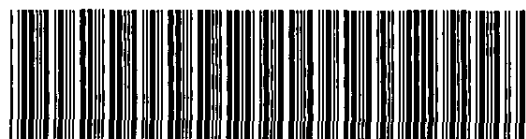
(Business Entity Name)

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B. KOHR
APR 4 2011
EXAMINER

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CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: RICKY SOTO

DATE: 04/01/2011

REF. #: 000150.145639

CORP. NAME: PATRIOT RARUS ACQUISITION CORP. converting to PATRIOT RARUS ACQUISITION, LLC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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☐ ARTICLES OF INCORPORATION ☐ ARTICLES OF AMENDMENT ☐ ARTICLES OF DISSOLUTION

☐ ANNUAL REPORT ☐ TRADEMARK/SERVICE MARK ☐ FICTITIOUS NAME

☐ FOREIGN QUALIFICATION ☐ LIMITED PARTNERSHIP ☐ LIMITED LIABILITY

☐ REINSTATEMENT ☐ MERGER ☐ WITHDRAWAL

☒ CERTIFICATE OF CONVERSION

☐ OTHER:

STATE FEES PREPAID WITH CHECK# 539200 FOR \$ 180.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

☒ CERTIFIED COPY ☐ CERTIFICATE OF GOOD STANDING ☐ PLAIN STAMPED COPY

☐ CERTIFICATE OF STATUS

Examiner's Initials

**CERTIFICATE OF CONVERSION
FOR
PATRIOT RARUS ACQUISITION CORP.
INTO
PATRIOT RARUS ACQUISITION, LLC**

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
11 APR - 1 AM 8:51

The undersigned duly authorized signor, on behalf of Patriot Rarus Acquisition Corp., a Florida corporation (the "Converting Corporation"), and for the purpose of converting the Converting Corporation from a Florida corporation into a Florida limited liability company pursuant to §§607.1113 and 608.439 of the Florida Statutes, certifies that:

1. The name of the Converting Corporation at its incorporation was Patriot Rarus Acquisition Corp. and immediately prior to the filing of this Certificate of Conversion was Patriot Rarus Acquisition Corp.

P07000046163

2. The Converting Corporation is a corporation first incorporated under the laws of Florida on April 13, 2007.

3. The name of the limited liability company as set forth in the accompanying Articles of Organization is Patriot Rarus Acquisition, LLC.

4. The above referenced Florida corporation has converted into a Florida limited liability company in accordance with Chapter 607 of the Florida Statutes, and the conversion complies with Chapter 608 of the Florida Statutes, governing limited liability companies.

5. The Plan of Conversion was approved by the Converting Corporation in accordance with Chapter 607 of the Florida Statutes.

6. The written consent of the board of directors and sole shareholder of the Converting Corporation who, as a result of the conversion, are now the officers and member, respectively, of the surviving entity was obtained pursuant to § 607.1112(6) of the Florida Statutes.

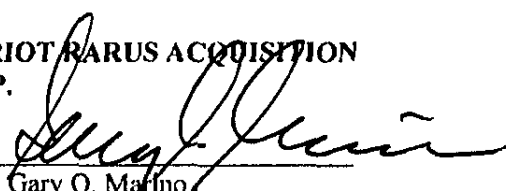
7. The principal office address of Patriot Rarus Acquisition, LLC shall be 2255 Glades Road, Suite 342 W, Boca Raton, Florida 33431.

8. The effective date of filing for this Certificate of Conversion and the accompanying Articles of Organization shall be as of the date of filing.

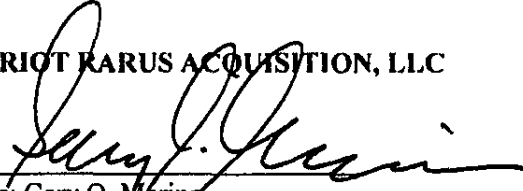
[Signature on the following page]

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Conversion, on behalf of the Converting Corporation, as of this 31st day of March, 2011.

**PATRIOT RARUS ACQUISITION
CORP.**

By: 
Name: Gary O. Marino
Title: President and Chief Executive Officer

PATRIOT RARUS ACQUISITION, LLC

By: 
Name: Gary O. Marino
Title: President and Chief Executive Officer

PLAN OF CONVERSION
OF
PATRIOT RARUS ACQUISITION CORP.

This **PLAN OF CONVERSION** (this "Plan of Conversion") has been adopted and approved by the board of directors ("Board of Directors") and sole shareholder ("Sole Shareholder") of the Company (defined below) as provided in that certain Joint Written Consent of the Board of Directors and Sole Shareholder in lieu of meetings thereof dated March 31, 2011, to which a specimen copy of this Plan of Conversion was attached, and is for the purpose of effecting a conversion of the Company into a Florida limited liability company in accordance with §§ 607.1112 through 607.1114 of the Florida Business Corporation Act and § 608.439 of the Florida Limited Liability Company Act (collectively, the "Applicable Laws").

RECITALS

A. The name of the converting corporation (the "Company") is Patriot Rarus Acquisition Corp., a Florida corporation, which was incorporated as a corporation on October 28, 1997, pursuant to Chapter 607 of the Florida Business Corporation Act.

B. The conversion of the Company into a Florida limited liability company has been duly approved and authorized by the Board of Directors and Sole Shareholder of the Company in accordance with the Applicable Laws.

C. The Board of Directors and Sole Shareholder desire to convert the Company into a Florida limited liability company pursuant to this Plan of Conversion and the Applicable Laws.

NOW THEREFORE, in consideration of the mutual representations, agreements and undertakings herein the receipt and sufficiency of which are hereby acknowledged and agreed, the parties hereto intending to be legally bound agree as follows:

1. Conversion of the Company into the LLC. Pursuant to §§ 607.1112 through 607.1114 of the Florida Business Corporation Act and § 608.439 of the Florida Limited Liability Company Act (the "Act"), the Company shall be converted (the "Conversion") into the LLC (as hereinafter defined), effective as of 12:00 A.M., EST, on April 1, 2011 (the "Effective Date") and the LLC shall be the sole continuing entity and shall be governed by the laws of the State of Florida.

2. Name and Jurisdiction of Converting and Resulting Entities. The Company is the converting entity. The resulting entity is "Patriot Rarus Acquisition, LLC" (the "LLC") and its jurisdiction of organization shall be the State of Florida.

3. Certificate of Conversion/Articles of Organization. As of the Effective Date, the Company and/or the LLC will cause to be executed and filed with the Florida Department of State a Certificate of Conversion, substantially in the form attached hereto as Exhibit A (the "Certificate of Conversion"), and Articles of Organization, substantially in the form attached hereto as Exhibit B (the "Articles of Organization").

4. Operating Agreement. Simultaneously with the execution and delivery of this Plan of Conversion, the Sole Shareholder shall cause an operating agreement, substantially in the form attached hereto as Exhibit C (the "Operating Agreement"), to be executed and delivered and the Operating Agreement shall be the initial Operating Agreement of the LLC. The officers (the "Officers") of the LLC appointed under the Operating Agreement shall assume such authority and duties of such office as of the Effective Date.

5. Effect of the Conversion. At the Effective Date, the LLC shall possess all the assets of every description, and every interest in the assets, wherever located, and the rights, privileges, immunities, powers, franchises and authority, of a public as well as a private nature, of each of the LLC and the Company, and all obligations belonging to or due to each of the LLC and the Company, all of which shall be vested in the LLC without further act or deed. The LLC shall be liable for all the obligations of the LLC and the Company; any claim existing, or action or proceeding pending, by or against the Company, may be prosecuted to judgment, with right of appeal, as if the Conversion had not taken place, or the LLC may be substituted in its place; and all the rights of creditors of the Company shall be preserved unimpaired.

6. Officers. The Officers upon the Effective Date shall be determined in accordance with the terms of the Operating Agreement and shall hold such position effective as of the Effective Date until the election and qualification of his successor or until his tenure is otherwise terminated in accordance with the Operating Agreement.

7. Amendments. The affirmative approval of the Sole Shareholder of the Company is required to amend this Plan of Conversion at any time prior to the Effective Date, subject to the limitations set forth in the applicable law. Any amendments to, or a restatement of, the Articles of Organization or the Operating Agreement together with such amendments or restatement shall be effective at the Effective Date.

8. Adoption. The Plan of Conversion herein made and adopted shall be submitted to the Board of Directors and the Sole Shareholder for their adoption or rejection in the manner prescribed by the provisions of § 607.1112(6) of the Florida Statutes.

9. Further Actions. In the event that this Plan of Conversion shall have been adopted by the Sole Shareholder in the manner prescribed by the provisions of the Florida Statutes, and in the event that the Conversion shall have been duly authorized in compliance with the Florida Statutes, the Company and the Sole Shareholder hereby stipulate that they shall or shall cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they shall cause to be performed all necessary acts therein and elsewhere to effectuate the conversion subject, however, to any provision or provisions contained hereinafter for abandoning or amending the Plan of Conversion.

10. Authorizations. The Board of Directors, the proper officers and/or authorized agent or representative of the Company are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of the Plan of Conversion or of the Conversion herein provided for.

11. Terms and Conditions of Conversion; Initial Shares of the LLC. All of the outstanding shares of capital stock of the Company, as they exist as of the Effective Date, shall be converted into 100% of the membership interests of the LLC. For purposes of this Plan of Conversion, the membership interests of the LLC shall be referred to as "Interests. The Sole Shareholder shall initially be the only member of the LLC and shall receive 100% of the Interests. The stock certificate(s) representing all of the Company's outstanding shares of stock shall be cancelled and surrendered to the Company by the Sole Shareholder.

12. Tax Returns and Reports; Book Entries. The Company and the LLC shall cause to be prepared and filed with federal, state and local tax authorities, as applicable, all notices, returns and reports, if any, that may be required by the Internal Revenue Code and other applicable law to report and account for the Conversion.

13. Further Assurances. Each party further agrees to use its reasonable best efforts to ensure that the purposes of this Plan of Conversion (and any related documents and agreements referred to herein) are realized and to take such further actions or steps, and execute and deliver (and, as appropriate, file) such further documents, certificates, instruments and agreements, as are reasonably necessary to implement the provisions of this Plan of Conversion.

14. Miscellaneous. This Plan of Conversion shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns, may only be amended pursuant to Section 7 of this Plan of Conversion and shall be governed by and construed in accordance with the internal laws of the State of Florida. This Plan of Conversion may be signed in counterparts, the combination of which shall be considered the entire agreement of the parties.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties have executed this Plan of Conversion on the date first above written.

COMPANY:

PATRIOT PARUS ACQUISITION CORP.,
a Florida corporation

By: 

Name: Gary O. Marino

Title: President and Chief Executive Officer

EXHIBIT A

FORM OF CERTIFICATE OF CONVERSION

EXHIBIT B

FORM OF ARTICLES OF ORGANIZATION

EXHIBIT C

FORM OF OPERATING AGREEMENT

MIA 181,690,383v2

**ARTICLES OF ORGANIZATION
OF
PATRIOT RARUS ACQUISITION, LLC**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 APR - 1 AM 8:51

ARTICLE I - Name

The name of the Limited Liability Company is Patriot Rarus Acquisition, LLC (the "Company").

ARTICLE II - Address

The mailing address and street address of the principal office of the Company is 2255 Glades Road, Suite 342W, Boca Raton, Florida 33431.

ARTICLE III- Registered Agent and Office

The street address of the Company's initial registered agent and office is 2255 Glades Road, Suite 342W, Boca Raton, Florida 33431, and the name of its initial registered agent at such office is Robert I. Schellig.

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.

Dated this 3rd day of March, 2011.

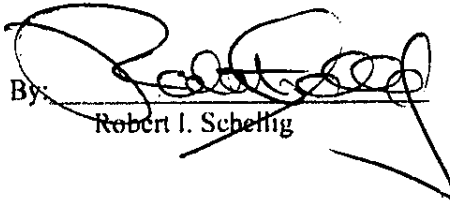


Debra Palmisano
Authorized Person

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent and to accept service of process for Patriot Rarus Acquisition, LLC at the place designated in these Articles of Organization, does hereby accept the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Florida Statutes Chapter 608.

Dated this 31st day of March, 2011

By: 
Robert I. Schellig