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(Business Entity Name)

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TALLAHASSEE, FLORIDA

T. CLINE

APR - 7 2011

EXAMINER

37837 Meridian Avenue, Suite 100  
Dade City, FL 33525  
(P.O. Box 2337, Dade City, FL 33526-2337)  
Tax ID# 59-2985033

**JAB&W**  
Johnson, Auvil, Brock & Wilson, P.A.  
ATTORNEYS AT LAW

Telephone: 352.567.2500  
General Fax: 352.567.6813  
Real Estate Fax: 352.567.0457  
Toll Free: 888.828.7522  
www.dadecitylaw.com

April 5, 2011

**SENT VIA U.P.S. NEXT DAY DELIVERY**

Registration Section  
Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**Re: Certificate of Conversion for C&N Foundation Technologies, Inc., to  
C&N Foundation Technologies, LLC /  
Articles of Organization for C&N Foundation Technologies, LLC**

To Whom It May Concern:

Enclosed, please find the above-referenced documents, along with this firm's check in the amount of \$155.00, representing your office's fee to process such documents, and issue a Certificate of Status.

Should you have any questions, please feel free to give me a call at the telephone number listed herein.

Very Truly Yours,

**JOHNSON, AUVIL, BROCK & WILSON, P.A.**



Sheada Madani

/smp

(Enclosures as Indicated)

ecc: Wallace B. Anderson, Jr., Esquire  
C&N Foundation Technologies, Inc.

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CERTIFICATE OF CONVERSION  
CONVERTING  
C&N FOUNDATION TECHNOLOGIES, INC.  
a Florida corporation  
INTO  
C&N FOUNDATION TECHNOLOGIES, LLC  
a Florida limited liability company

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TALLAHASSEE, FLORIDA  
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THIS CERTIFICATE OF CONVERSION, and the Articles of Organization, a copy of which is attached hereto as Exhibit "A", are submitted in accordance with §608.439, Florida Statutes, to convert C&N FOUNDATION TECHNOLOGIES, INC., a Florida corporation, (the "Converting Florida Corporation") into C&N FOUNDATION TECHNOLOGIES, LLC, a Florida limited liability company, organized under Chapter 607, Florida Statutes.

**ARTICLE I**

**INFORMATION REGARDING C&N FOUNDATION TECHNOLOGIES, INC.**

The name of the Converting Florida Corporation immediately prior to the filing of this Certificate of Conversion is, C&N FOUNDATION TECHNOLOGIES, INC.

C&N FOUNDATION TECHNOLOGIES, INC., is a Florida corporation, first organized, formed, and incorporated under the laws of the State of Florida on January 24, 2002. The Converting Florida Corporation currently exists on the official records of the jurisdiction under which is it currently organized, formed or incorporated.

**ARTICLE II**

**INFORMATION REGARDING C&N FOUNDATION TECHNOLOGIES, LLC**

The name of the Florida limited liability company, as set forth in the Articles of Organization, attached hereto as Exhibit "A" and incorporated herein by reference, is C&N FOUNDATION TECHNOLOGIES, LLC.

The effective date of the conversion is the date this Certificate of Conversion and Articles of Organization for C&N FOUNDATION TECHNOLOGIES, LLC, and are duly filed with the Florida Department of State, Division of Corporations in the Office of the Florida Secretary of State.

The conversion is permitted by the applicable laws governing the Converting Florida Corporation, and this conversation complies with such law and the requirements of §608.439, Florida Statutes, in effecting the conversion.

### ARTICLE III

#### ADOPTION OF PLAN OF CONVERSION

The plan to convert C&N FOUNDATION TECHNOLOGIES, INC., a Florida corporation, into C&N FOUNDATION TECHNOLOGIES, LLC, a Florida limited liability company, ("Plan of Conversion"), has been approved by unanimous written consent of the Shareholders of the Converting Florida Corporation, and the Managing Member of C&N FOUNDATION TECHNOLOGIES, LLC.

All documents adopting the Plan of Conversion are retained in the Company Record Book of the respective business entities.

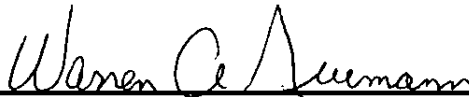
EXECUTED this 5<sup>th</sup> day of April, 2011.

THE AUTHORIZED REPRESENTATIVE  
OF THE SHAREHOLDERS OF C&N  
FOUNDATION TECHNOLOGIES, INC.



By: WARREN A. NEUMANN,  
as Trustee of The Warren A.  
Neumann Revocable Trust U/T/D  
July 27, 2004  
Its: President

THE ORGANIZER AND AUTHORIZED  
REPRESENTATIVE OF THE MEMBERS OF  
C&N FOUNDATION TECHNOLOGIES,  
LLC



By: WARREN A. NEUMANN,  
as Trustee of The Warren A.  
Neumann Revocable Trust U/T/D  
July 27, 2004  
Its: Managing Member

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION**  
**OF**  
**C&N FOUNDATION TECHNOLOGIES, LLC**  
**a Florida Limited Liability Company**

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The undersigned certifies that WARREN A. NEUMANN, as TRUSTEE of THE WARREN A. NEUMANN REVOCABLE TRUST U/T/D July 27, 2004, has initiated the filing of these Articles of Organization, and has authorized the entity formerly known as C&N Foundation Technologies, Inc., a Florida corporation, becoming a limited liability company as defined in Section 608.402 of the Florida Limited Liability Company Act, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

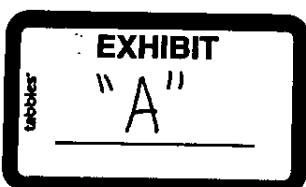
I further declare that the following Articles shall serve as the charter and authority for the conduct of business of the limited liability company.

**ARTICLE I**  
**NAME OF LIMITED LIABILITY COMPANY**

The name of the limited liability company shall be C&N FOUNDATION TECHNOLOGIES, LLC, a Florida limited liability company (the "Company" or the "Limited Liability Company").

**ARTICLE II**  
**PRINCIPAL PLACE OF BUSINESS, MAILING ADDRESS**  
**AND FEDERAL EMPLOYER IDENTIFICATION NUMBER**

The Company's principal office shall be located at 12630 Curley Street, Suite 104, San Antonio, Florida 33576, and its mailing address shall be Post Office Box 1207, San Antonio, Florida 33576. The Company shall have the power and authority to establish



branch offices at any other place or places as the Members may designate. The Federal Employer Identification Number for the Company is: 80-0029252.

**ARTICLE III**  
**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 37837 Meridian Avenue, Suite 100, Dade City, Pasco County, Florida 33525, and the name of its registered agent at that address is SHEADA MADANI, ESQUIRE of the law firm of JOHNSON, AUVIL, BROCK & WILSON, P.A.

**ARTICLE IV**  
**PURPOSES AND POWERS**

The Company may engage in any and all activities and businesses permitted under the laws of the United States and of the State of Florida. The Limited Liability Company shall have all of the powers vested in a limited liability company organized under and existing by virtue of the laws of the State of Florida.

**ARTICLE V**  
**DURATION**

The Company's duration shall be perpetual. The Company's existence shall commence upon filing of the Articles of Conversion and Articles of Organization with the Florida Department of State, Division of Corporations, in the Office of the Secretary of State.

**ARTICLE VI**  
**MANAGEMENT**

The Company shall be managed by a Manager in accordance with regulations adopted by the Members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and

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TALLAHASSEE, FLORIDA

management of the affairs of the Company not inconsistent with law or these Articles of Organization. The Limited Liability Company shall be managed by Managing Member, WARREN A. NEUMANN, as Trustee of The Warren A. Neumann Revocable Trust U/T/D July 27, 2004, whose mailing address is Post Office Box 1207, San Antonio, Florida, 33576, who shall serve until the first annual meeting of Members or until a successor is elected and qualified.

#### **ARTICLE VII**

#### **MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new Members by vote of the holders of a majority of the then-outstanding and not returned capital of the Limited Liability Company. Contributions required of new Members shall be determined as of the time of admission to the Company.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a Member in the Company, the remaining Members shall have the right to continue the business on the vote of the Member holding a majority of the then-outstanding and not returned capital of the company.

#### **ARTICLE VIII**

#### **CAPITAL CONTRIBUTIONS**

Capital contributions of cash shall be paid to the Limited Liability Company by the Members in an amount to be determined by the Members. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the Members.

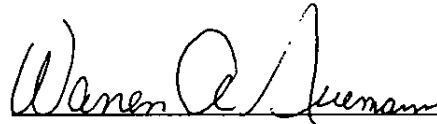
The undersigned, constituting the initial Member of the Limited Liability Company, or authorized to sign by all Members of the limited liability company,

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TALLAHASSEE, FLORIDA

certifies that this instrument constitutes the proposed Articles of Organization of C&N FOUNDATION TECHNOLOGIES, LLC, a Florida limited liability company.

EXECUTED by the undersigned in Dade City, Florida, on this 5 day of April, 2011.

THE ORGANIZER AND AUTHORIZED  
REPRESENTATIVE OF THE MEMBERS



By: WARREN A. NEUMANN, as Trustee of  
The Warren A. Neumann Revocable  
Trust U/T/D July 27, 2004

Its: Managing Member

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TALLAHASSEE, FLORIDA

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**STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE  
AND CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT**

STATE OF FLORIDA  
COUNTY OF PASCO

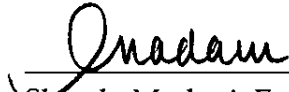
Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is: C&N FOUNDATION TECHNOLOGIES, LLC.

The name of the registered agent for C&N FOUNDATION TECHNOLOGIES, LLC, is SHEADA MADANI, ESQUIRE of the law firm of JOHNSON, AUVIL. BROCK & WILSON, P.A., and the street address of company's registered office where the agent is located is 37837 Meridian Avenue, Suite 100, Dade City, Pasco County, Florida 33525.

This statement is to acknowledge that, as indicated above, C&N FOUNDATION TECHNOLOGIES, LLC, has appointed SHEADA MADANI, ESQUIRE of the law firm of JOHNSON, AUVIL. BROCK & WILSON, P.A., as its registered agent, to accept service of process for the company at the place designated above in this certificate. She accepts this appointment as registered agent, and agrees to act in this capacity. She further agrees to comply with the provisions of all Florida Statutes relating to the proper and complete performance of her duties, and she is familiar with and accepts the obligations of his position as registered agent, as provided in Chapter 608, Florida Statutes.

DATED: 4-5, 2011.

  
\_\_\_\_\_  
Sheada Madani, Esquire  
Johnson, Auvil, Brock & Wilson, P.A.  
Registered Agent

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