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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

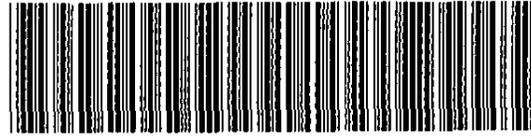
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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**B. KOHR**  
MAY 20 2011  
**EXAMINER**



100207816611

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DEPARTMENT OF STATE  
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TALLAHASSEE, FLORIDA

EFFECTIVE DATE 5/31/2011

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CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195  
REFERENCE : 784944 6475A  
AUTHORIZATION *[Signature]*  
COST LIMIT : \$160.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
11 MAY 20 11 3:39 AM

ORDER DATE : May 20, 2011  
ORDER TIME : 11:13 AM  
ORDER NO. : 784944-005  
CUSTOMER NO: 6475A

EFFECTIVE DATE 5/31/2011

CERTIFICATE OF CONVERSION

NAME: FLAGSHIP FINANCIAL SERVICES  
INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Doreen Wallace -- EXT# 2928

EXAMINER'S INITIALS: \_\_\_\_\_

EFFECTIVE DATE 5/31/2011

FILED STATE  
SECRETARY OF CORPORATIONS  
11 MAY 20 11 PM 3:39

**Certificate of Conversion**  
For  
**Flagship Financial Services, Inc.**  
Into  
**Flagship Financial Services LLC**

This **Certificate of Conversion** and the attached **Articles of Organization** are submitted to convert **Flagship Financial Services, Inc.**, a Florida corporation with and into **Flagship Financial Services LLC**, a Florida limited liability company, in accordance with Florida Statutes sections 608.439 and 607.1113 (the "Conversion").

1. The name of the "other business entity" (as defined in Florida Statutes section 608.439) immediately prior to the filing of this Certificate of Conversion is Flagship Financial Services, Inc. (referred to hereinafter as the "Other Business Entity").
2. The Other Business Entity is a corporation incorporated under the laws of the State of Florida.
3. The Other Business Entity was first organized on October 16, 1989, when its articles of incorporation were filed with the Secretary of State of the State of Florida.
4. The Other Business Entity has not changed its jurisdiction since it was formed.
5. The name of the Florida limited liability company into which the Other Business Entity is converting (which is set forth on the attached Articles of Organization) is:  
Flagship Financial Services LLC.
6. The effective date of the Conversion shall be:  
May 31, 2011 ("Effective Date").
7. This Conversion complies with, and is permitted and authorized pursuant to, the Florida Business Corporation Act and the Florida Limited Liability Company Act, including Florida Statutes sections 608.439, 607.1112 and 607.1113.
8. The Other Business Entity currently exists on the official records of the Secretary of State of the State of Florida, and is in good standing.
9. A plan of Conversion was approved by the Other Business Entity in accordance with the requirements of the Florida Business Corporation Act.

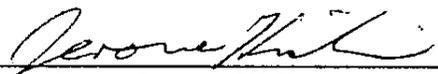
L23345

10. The plan of Conversion was unanimously approved by the shareholders of the Other Business Entity and, therefore, there are no shareholders who will have appraisal rights under Florida Statutes sections 607.1301 – 607.1333.
11. The principal office of the Other Business Entity is: 1500 NW. 62th St., #206, Fort Lauderdale, FL 33309.
12. The principal office of Flagship Financial Services LLC is: 1500 NW. 62th St., #206, Fort Lauderdale, FL 33309.
13. As a result of the foregoing, the Other Business Entity will be converted into Flagship Financial Services LLC as of the Effective Date.
14. A copy of the Articles of Organization for Flagship Financial Services LLC is attached to this Certificate.

The undersigned affirm that they have the authority to sign this certificate, and that the facts stated in this Certificate of Conversion are true.

Signed this 18th day of May, 2011.

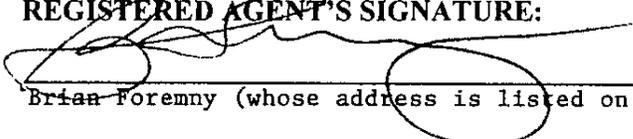
**FLAGSHIP FINANCIAL SERVICES LLC**

By:   
Print Name: Jerome Kisia  
Title: Member

**FLAGSHIP FINANCIAL SERVICES, INC.**

By:   
Print Name: Jerome Kisia  
Title: President

**REGISTERED AGENT'S SIGNATURE:**

  
Brian Foremny (whose address is listed on the attached Articles of Organization)

EFFECTIVE DATE 5/31/2011

FILED STATE  
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ARTICLES OF ORGANIZATION  
OF  
FLAGSHIP FINANCIAL SERVICES, LLC

ARTICLE I

NAME OF COMPANY

The name of this limited liability company shall be: FLAGSHIP FINANCIAL SERVICES, LLC (the "Company").

ARTICLE II

ADDRESS

The mailing and street address of the Company's principal office is:

1500 NW 62<sup>nd</sup> Street, #206  
Fort Lauderdale, FL 33309

ARTICLE III

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Company's initial Registered Agent and Registered Office in the State of Florida shall be:

BRIAN FOREMNY, ESQUIRE  
c/o Atkinson, Diner, Stone,  
Mankuta & Ploucha, P.A.  
One Financial Plaza, Suite 1400  
100 S.E. 3<sup>rd</sup> Avenue  
Ft. Lauderdale, FL 33394

ARTICLE IV

MANAGEMENT OF THE COMPANY

The Company is to be a manager managed company. The name and address of the manager is:

JEROME KISLIA  
1500 NW 62<sup>nd</sup> Street, #206  
Fort Lauderdale, FL 33309

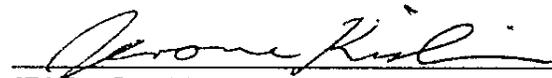
ARTICLE V

EFFECTIVE DATE

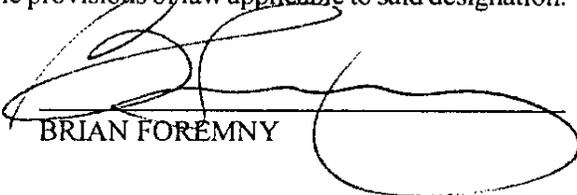
The effective date of these Articles of Incorporation is May 31, 2011.

THE UNDERSIGNED, the sole member of the Company, for the purpose of forming a limited liability company to do business within the State of Florida, does make and file these Articles of Organization, hereby declaring and certifying that the facts stated are true.

Dated: May 18, 2011

  
\_\_\_\_\_  
JEROME KISLIA

The undersigned hereby accepts the foregoing designation as initial Registered Agent, is familiar with, accepts and agrees to comply with the provisions of law applicable to said designation.

  
\_\_\_\_\_  
BRIAN FOREMNY