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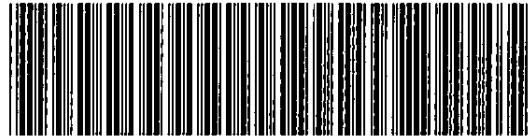
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TALLAHASSEE, FLORIDA

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September 28, 2011

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Conversion of Wisconsin LLC to Florida LLC
Prax Enterprises, LLC

Dear Sir/Madam:


Please find enclosed a Certificate of Conversion for a Wisconsin Limited Liability Company into a Florida Limited Liability Company, including the Articles of Organization for Prax Enterprises, LLC.

Please also find enclosed a check representing the filing fee in the amount of \$150.00.

Please return filed stamped copies of the filing at your convenience.

Please call if there are any questions or problems with the above filings. Thank you for your assistance.

Sincerely,


Leigh T. Flood
Paralegal

Enclosures

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**CERTIFICATE OF CONVERSION FOR
WISCONSIN LIMITED LIABILITY COMPANY
INTO FLORIDA LIMITED LIABILITY COMPANY**

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TALLAHASSEE, FL
SECRETARY OF STATE

This Certificate of Conversion and attached Articles of Incorporation are submitted to convert the following Wisconsin Limited Liability Company into a Florida Limited Liability Company in accordance with Section 608.439, Florida Statutes.

1. The name of the Wisconsin Limited Liability Company immediately prior to the filing of this Certificate of Conversion is:

**PRAX ENTERPRISES, LLC
(Entity ID: P056773))**

2. PRAX ENTERPRISES, LLC, is a limited liability company organized under the laws of the State of Wisconsin on **January 20, 2011**.

3. The name of the Florida Limited Liability company as set forth in the attached Articles of Incorporation:

PRAX ENTERPRISES, LLC

4. The conversion is effective as of the date of filing.

5. The conversion is permitted by the applicable laws governing Wisconsin Limited Liability Companies, and the conversion complies with such laws and the requirements of Section 608.439 Florida Statutes, in effecting the conversion.

6. The Wisconsin Limited Liability Company currently exists on the official records of the Division of Corporations of Wisconsin, under which it is currently organized.

The undersigned affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided in Section 817.155, Florida Statutes.

Signed this 28 day of September, 2011.

PRAX ENTERPRISES, LLC, a Wisconsin
limited liability company

By: [Signature]
Dale Prax, Authorized Representative

PRAX ENTERPRISES, LLC, a Florida
limited liability company

By: [Signature]
Dale Prax, Authorized Representative

Robert H. Trudeau, Esq.
Purcell, Flanagan, Hay & Greene, P.A.
1548 Lancaster Terrace
Jacksonville, Florida 32204
(904) 355-0355
Fla. Bar No.: 0889091

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ARTICLES OF ORGANIZATION

OF

PRAX ENTERPRISES, LLC

The undersigned, for the purpose of forming a limited liability company under the laws of Florida, adopts the following Articles of Organization:

Article I

Name

The name of this limited liability company shall be: PRAX ENTERPRISES, LLC

Article II

Principal Office and Mailing Address

The principal office and mailing address of this limited liability company shall be:

32436 FERN PARKE WAY
FERNANDINA BEACH, FLORIDA 32034

Article III

Initial Registered Agent and Address

The name and street address of the initial registered agent of this limited liability company are:

DALE PRAX
32436 FERN PARKE WAY
FERNANDINA BEACH, FLORIDA 32034

Article IV

Effective Date; Duration

4.1. **Effective Date.** The existence of this limited liability company shall commence on the date these Articles are executed.

4.2. **Duration.** This limited liability company shall terminate on the date set forth in its Operating Agreement.

Robert H. Trudeau, Esq.
Purcell, Flanagan, Hay & Greene, P.A.
1548 Lancaster Terrace
Jacksonville, Florida 32204
(904) 355-0355
Fla. Bar No.: 0889091

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TALLAHASSEE, FLORIDA

Article V
Purposes

This limited liability company is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.


Article VI
Operating Agreement

The initial Operating Agreement of this limited liability company shall be adopted by the members. The Operating Agreement shall be adopted, altered, amended or repealed from time to time as provided in the Operating Agreement.

Article VII
Amendment

The members, by vote of members holding a majority of the interests in the limited liability company, shall have the right to amend or repeal any provision contained in these Articles of Organization.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization the 28 day of September, 2011.



DALE PRAX, Organizer

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: PRAX ENTERPRISES, LLC.
2. The name and the Florida street address of the registered agent are:

DALE PRAX
32436 FERN PARKE WAY
FERNANDINA BEACH, FLORIDA 32034

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.



DALE PRAX, Registered Agent

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