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DEPT. OF REVENUE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

11 NOV 17 AM 11:07

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

**FILING COVER SHEET**  
**ACCT. #FCA-14**

**CONTACT:** RICKY SOTO

**DATE:** 11/17/2011

**REF. #:** 000170.157505

**CORP. NAME:** GARI INVESTMENTS, LLC (a Nevada LLC) converting to GARI INVESTMENTS, LLC  
(a Florida LLC)

**FILE FIRST**

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SECRETARY OF CORPORATIONS  
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- |                                                               |                                                 |                                                  |
|---------------------------------------------------------------|-------------------------------------------------|--------------------------------------------------|
| <input type="checkbox"/> ARTICLES OF INCORPORATION            | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT                        | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION                | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT                        | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL              |
| <input checked="" type="checkbox"/> CERTIFICATE OF CONVERSION |                                                 |                                                  |
| <input type="checkbox"/> OTHER:                               |                                                 |                                                  |

**STATE FEES PREPAID WITH CHECK#** 547245 **FOR \$** 150.00

**AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:**

\_\_\_\_\_ **COST LIMIT: \$** \_\_\_\_\_

**PLEASE RETURN:**

- |                                                |                                                       |                                                        |
|------------------------------------------------|-------------------------------------------------------|--------------------------------------------------------|
| <input type="checkbox"/> CERTIFIED COPY        | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input checked="" type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS |                                                       |                                                        |

Examiner's Initials

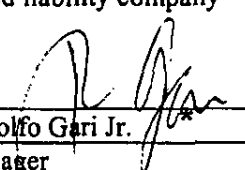
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GARI INVESTMENTS, LLC  
CERTIFICATE OF CONVERSION

Pursuant to the provisions of Section 608.439 of the Florida Limited Liability Company Act (the "FL Act"), GARI INVESTMENTS, LLC, a Nevada limited liability company (the "Company"), hereby delivers this CERTIFICATE OF CONVERSION for the purpose of converting the Company from a Nevada limited liability company to a Florida limited liability company pursuant to the provisions of Section 608.439 of the FL Act and Section 92A.105 of the Nevada Revised Statutes (the "NV Act").

1. The Company was organized on October 6, 1999, pursuant to the laws of the State of Nevada.
2. The name of the Company immediately prior to the filing of this Certificate of Conversion was GARI INVESTMENTS, LLC.
3. The name of the Company as set forth in its Articles of Organization filed with the Florida Department of State is GARI INVESTMENTS, LLC.
4. The conversion will be effective upon the filing of this Certificate of Conversion.

GARI INVESTMENTS, LLC,  
a Nevada limited liability company

By:   
Name: Rodolfo Gari Jr.  
Title: Manager  
Date: 11-15-2011

#542418-v1

\*Rodolfo Gari Jr. is also signing as  
the MANAGER of GARI INVESTMENTS, LLC,  
the resulting Florida limited liability  
company.

GARI INVESTMENTS, LLC  
ARTICLES OF ORGANIZATION

The undersigned hereby organizes a limited liability company under the provisions of the Florida Limited Liability Company Act (the "Act"), and pursuant to the following Articles of Organization:

ARTICLE 1

Name

The name of this limited liability company is:

GARI INVESTMENTS, LLC

(hereafter, the "Company").

ARTICLE 2

Effective Date

The Company is the successor by conversion to GARI INVESTMENTS, LLC, a limited liability company organized under the laws of the State of Nevada on October 6, 1999.

ARTICLE 3

Mailing Address and Principal Office

The address of the principal office and the mailing address of the Company is 1603 Renaissance Way, Tampa, Florida 33602, attention Rodolfo Gari Jr.

ARTICLE 4

Initial Registered Office and Agent

The street address of the initial registered office of the Company is 601 Bayshore Blvd., Suite 700, Tampa, Florida 33606, and the name of the initial registered agent of the Company at that address is David L. Koche.

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ARTICLE 5  
Management of the Company

The Company is to be managed by one or more managers and is, therefore, a manager-managed company. The name and address of the initial manager of the Company is:

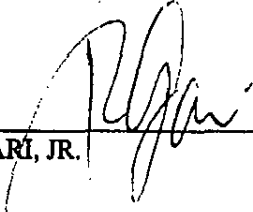
Rodolfo Gari Jr.  
5501 W. Gray St.  
Tampa Florida, 33609

ARTICLE 6  
Indemnification

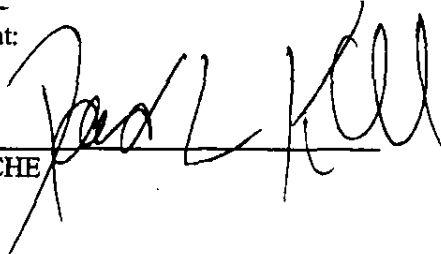
The Company shall indemnify any member or manager, or any former member or manager, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned member of the Company has executed these Articles of Organization this 15<sup>th</sup> day of November, 2011, and the undersigned registered agent acknowledges that he is familiar with, and accepts, the obligations of his position as registered agent of the Company as provided for in Chapter 608 of the Florida Statutes.

Member:

  
\_\_\_\_\_  
RODOLFO GARI, JR.

Registered Agent:

  
\_\_\_\_\_  
DAVID L. KOCHÉ