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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2013 JUL 31 PM 1:47
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FILED
2013 JUL 31 AM 7:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO.   :   I20000000195

REFERENCE   :   745901   4304492

AUTHORIZATION   :

COST LIMIT   : $ 25.00

ORDER DATE : July 31, 2013

ORDER TIME : 12:49 PM

ORDER NO.   : 745901-010

CUSTOMER NO: 4304492

FILED
2013 JUL 31 AM 7:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: POWERNOTES LLC

EFFECTIVE DATE:

XX____   CERTIFICATE OF CONVERSION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____   CERTIFIED COPY
XX_____   PLAIN STAMPED COPY
_____   CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 52956

EXAMINER'S INITIALS: _____

Certificate of Conversion
For
Florida Limited Liability Company
Into
"Other Business Entity"

This Certificate of Conversion is submitted to convert the following **Florida Limited Liability Company into an "Other Business Entity"** in accordance with s. 608.4403, Florida Statutes.

1. The name of the Florida Limited Liability Company converting into the "Other Business Entity" is:

POWERNOTES LLC

Enter Name of Florida Limited Liability Company

2. The name of the "Other Business Entity" is:

PowerNotes LLC

Enter Name of "Other Business Entity"

3. The "Other Business Entity" is a **limited liability company**
(Enter entity type. Example: corporation, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

organized, formed or incorporated under the laws of **Delaware**
(Enter state, or if a non-U.S. entity, the name of the country)

4. The above referenced Florida Limited Liability Company has converted into an "Other Business Entity" in compliance with Chapter 608, F.S., and the conversion complies with the statute or applicable law governing the "Other Business Entity."

5. The plan of conversion was approved by the converting Florida Limited Liability Company in accordance with Chapter 608, F.S.

6. If applicable, the written consent of each member who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to s. 608.4402(2), F.S.

7. This conversion was effective under the laws governing the "Other Business Entity" on: **July 31, 2013**

8. This conversion shall be effective in Florida on: __July 31, 2013__.
(The effective date: 1) cannot be prior to nor more than 90 days after the date this
document is filed by the Florida Department of State; AND 2) must be the same as the
effective date of the conversion under the laws governing the "Other Business Entity.")

9. The principal office address of the "Other Business Entity" under the laws of the state,
country, or jurisdiction in which such entity was organized is as follows:

c/o Corporation Service Company

2711 Centerville Road, Suite 400, Wilmington, DE 19808

10. If the "Other Business Entity" is an out-of-state entity not registered to transact
business in Florida, the "Other Business Entity":

    a.) Appoints the Florida Secretary of State as its agent for service of process in a
proceeding to enforce obligations of the converting Florida limited liability company,
including any appraisal rights of its members under ss. 608.4351-608.43595, F.S.

    b.) Lists the following street and mailing address of an office the Florida
Department of State may use for purposes of s. 48.181, F.S.

Street Address: **2955 SE 3rd Court**

                 Ocala, Florida 34471

Mailing Address: **same as above**

11. The "Other Business Entity" has agreed to pay any members having appraisal rights
the amount to which such members are entitled under ss. 608.4351-608.43595, F.S.

Signed this __30th__ day of __July__, 20__13__

Signature: _____
         Must be signed by a Member or Authorized Representative.

Printed Name: **Wilson Tsu**   Title: **Managing Member**

Fees: Filing Fee: $25.00
       Certified Copy: $30.00 (Optional)
       Certificate of Status: $5.00 (Optional)