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(Re	equestor's Name)			
(Address)				
(Ad	ldress)			
(Cit	ty/State/Zip/Phone	· #)		
PICK-UP	☐ WAIT	MAIL		
(Business Entity Name)				
(Document Number)				
Certified Copies	Certificates	of Status		
Special Instructions to Filing Officer:				

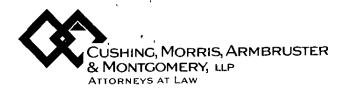
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SELKETARY OF STATE
TALLAHASSEE FLORID

oci 30 ms J. HARRIS



191 PEACHTREE STREET, N.E. SUITE 4500 ATLANTA, GEORGIA 30303

TEL: 404.521.2323 FAX: 404.658.9865 www.cmamlaw.com

(404) 614-8111 / <u>bw@cmamlaw.com</u> Paralegal

October 22, 2015

VIA FEDERAL EXPRESS

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re:

Articles of Conversion

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Conversion dated of even date herewith converting Nclear IP, LLC, a Florida limited liability company into Nclear Inc., a Delaware corporation. The Delaware conversion and incorporation documents are being e-filed today.

Also enclosed is (i) FL SOS cover letter, and (ii) our firm's check in the amount of \$60 in satisfaction of filing, certified copy and certificate of status fee for the above-related conversion.

Please file the Articles of Conversion and if possible, fax or email me a file-stamped copy of the Articles. My fax number is (404) 658-9865.

Please do not hesitate to call me if you have any questions so as not to delay this filing. My direct dial is (404) 614-8111, main office (404) 521-2323.

Thank you in advance for your assistance with this matter.

Sincerely,

Barbara Williams

Bunbana Williams

/encl

T. Stephen Johnson

cc:

COVER LETTER

Division of C			
SUBJECT: Nclear l	IP, LLC		
	Name of Florida	Limited Liability Compan	у
		ee(s) are submitted to or Business Entity" in a	
Please return all corr	respondence concernin	ng this matter to:	
T. Stephen Johnson			
	Contact Person		
Cushing Morris Armbru	ster & Montgomery, LLP		
	Firm/Company		
191 Peachtree St., N.E.,	Suite 4500		
	Address		
Atlanta, GA 30303			
(City, State and Zip Code		
tsj@cmamlaw.com			
E-mail address: (to	be used for future annual	report notification)	
For further informat	ion concerning this ma	atter, please call:	
Barbara Williams		at (404) 521	-2323
Name of Contact F	Name of Contact Person		ytime Telephone Number
Enclosed is a check	for the following amo	unt:	
□ \$25.00 Filing Fee	□ \$30.00 Filing Fee and Certificate of Status	\$55.00 Filing Fee and Certified Copy	\$60.00 Filing Fee, Certified Copy, and Certificate of Status
STREET ADDRESS:		MAILING ADDRESS:	
Registration Section		Registration Section	
Division of Corporations		Division of Corporations	
Clifton Building 2661 Executive Center Circle		P. O. Box 6327 Tallahassee, FL 32314	
Tallahassee, FL 323		i alialiassee,	110 32317

CR2E106 (07/14)

Articles of Conversion For Florida Limited Liability Company Into "Converted or Other Business Entity"

This Articles of Conversion is submitted to convert the following Florida Limited Liability Company into an "Other Business Entity" in accordance with s. 605.1045, Florida Statutes.

- 1. The name of the Florida Limited Liability Company converting into the "Other Business Entity" is Nclear, IP, LLC.
- 2. The name of the "Converted or Other Business Entity" is Nclear Inc.
- 3. The "Converted or Other Business Entity" is a corporation organized, formed or incorporated under the laws of the State of Delaware.
- 4. The plan of conversion was approved by the converting Florida Limited Liability Company in accordance with Chapter 605, F.S.
- 5. This conversion shall be effective in Florida on the date of filing of these Articles of Conversion.
- 6. If the "Converted or Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Converted or Other Business Entity":
 - a.) Lists the following street and mailing address of an office the Florida Department of State may send and process served on the department pursuant to 605.0117 and Chapter 48.

Street Address: Attention: Steven Odom

201 Market Street Inn, Unit 171, MIRAMAR BEACH, FL 32550

Mailing Address: Attention: Steven Odom

201 Market Street Inn, Unit 171, MIRAMAR BEACH, FL 32550

7. The "Converted or Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 605.1006 and 605.1061-605.1072, F.S.

Signed this 22 day of October, 2015

NCLEAR IP, LLC

Steven A. Odom Manager

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