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J. HARRIS



CUSHING, MORRIS, ARMBRUSTER
& MONTGOMERY, LLP
ATTORNEYS AT LAW

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

TEL: 404.521.2323
FAX: 404.658.9865
www.cmamlaw.com

(404) 614-8111 / bw@cmamlaw.com
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

/encl

cc: T. Stephen Johnson

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Nclear IP, LLC

Name of Florida Limited Liability Company

The enclosed Articles of Conversion and fee(s) are submitted to convert a Florida Limited Liability Company" into an "Other Business Entity" in accordance with s.605.1045, F.S.

Please return all correspondence concerning this matter to:

T. Stephen Johnson

Contact Person

Cushing Morris Armbruster & 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 information concerning this matter, please call:

Barbara Williams

at (404) 521-2323

Name of Contact Person

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$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:

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

MAILING ADDRESS:

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

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 22nd day of October, 2015

NCLEAR IP, LLC

By: _____

Steven A. Odom, Manager

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TALLAHASSEE FLORIDA