

L12000090008

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
12 JUL -9 AM 11:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

July 9, 2012

Department of State, Florida  
Clifton Building  
2611 Executive Center Circle  
Tallahassee FL 32301

Re: Order #: 8509189 SO  
Customer Reference 1: 62892/13  
Customer Reference 2: N/A

Dear Department of State, Florida:

Please obtain the following:

Heliworks, Inc. (FL)  
Conversion  
Florida

Heliworks LLC (FL)  
Formation  
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Connie R Bryan  
Senior Fulfillment Specialist  
[Connie.Bryan@wolterskluwer.com](mailto:Connie.Bryan@wolterskluwer.com)

FILED

12 JUL -9 AM 11:15

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF CONVERSION

for  
HELIWORKS, INC.  
into  
HELIWORKS LLC

This Certificate of Conversion and attached Articles of Organization are submitted to convert a Florida corporation (the "Corporation") into a Florida limited liability company (the "Limited Liability Company") in accordance with Section 608.439 of the Florida Limited Liability Company Act.

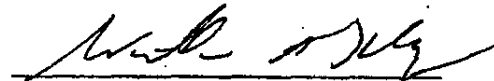
1. The name of the Corporation immediately prior to the filing of this Certificate of Conversion is Heliworks, Inc.
2. The Corporation is a Florida corporation, first incorporated under the laws of Florida on October 2, 2000.
3. The name of the Limited Liability Company as set forth in the attached Articles of Organization is Heliworks LLC.
4. The conversion is permitted by the applicable laws governing the Corporation, and the conversion complies with such laws and the requirements of Section 608.439 of the Florida Limited Liability Company Act in effecting the conversion.
5. The Corporation currently exists on the official records of the jurisdiction under which it is currently incorporated.

*[Signature Page Follows]*

**IN WITNESS WHEREOF**, the undersigned affirm that the facts stated in this document are true and have executed this Certificate of Conversion as of July 9, 2012.

HELIWORKS LLC

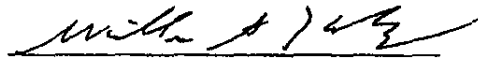
By: DYNCORP INTERNATIONAL LLC,  
its sole member



Name: William T. Kansky  
Title: Senior Vice President & Chief  
Financial Officer

HELIWORKS, INC.

By: DYNCORP INTERNATIONAL LLC,  
its sole shareholder



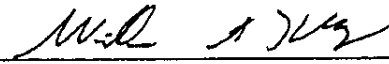
Name: William T. Kansky  
Title: Senior Vice President & Chief  
Financial Officer

**ARTICLES OF ORGANIZATION OF**  
**HELIWORKS LLC**

The undersigned, acting at the direction of and on behalf of one or more persons desiring to be members of, and having agreed to form, Heliworks LLC, as a limited liability company pursuant to the Florida Limited Liability Company Act, does hereby acknowledge and certify to the following:

1. The name of the limited liability company is: Heliworks LLC (the "Company").
2. The address of the Company's registered office is 1200 South Pine Island Road, Plantation, Florida 33324, and the name of the registered agent at that address is CT Corporation System.
3. The principal office address of the Company is 2400 Airport Boulevard, Pensacola, Florida 32504.
4. The rights and authority of the member or members of the Company are governed by a separate written operating agreement, and no member of the Company, solely by virtue of being a member, shall have authority to bind the Company.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as of July 9, 2012.

  
\_\_\_\_\_  
William T. Kansky

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 the Florida Limited Liability Company Act.

CT Corporation System, as registered  
agent

  
\_\_\_\_\_

Name:

Title:

**Rhiannon Lawler  
Vice President  
and Assistant Secretary**