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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. CLINE

AUG 23 2012

EXAMINER

STEARNS WEAVER MILLER
WEISSLER ALHADEFF & SITTERSON, P.A.

Museum Tower
150 West Flagler Street, Suite 2200
Miami, FL 33130
(305) 789-3200
stearnsweaver.com

August 21, 2012

Via Fedex

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

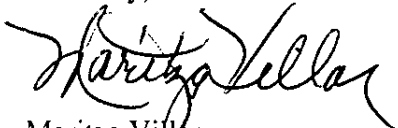
RE: Cellynne Holdings, Inc.
Document No. P98000017546

Dear Sir or Madam:

Enclosed for filing is a Certificate of Conversion and Articles of Organization to convert Cellynne Holdings, Inc. into a Florida Limited Liability Company in accordance with Section 608.439, Florida Statutes. Also enclosed is a check in the amount of \$180.00 to cover the filing fees and a certified copy of the filing. Please return the certified copy to the undersigned using the enclosed Fedex envelope.

If you have any questions or need any further information, please don't hesitate to contact me.

Sincerely,



Maritza Villar
Florida Registered Paralegal

/mv
Enclosures

CERTIFICATE OF CONVERSION
for
CELLYNNE HOLDINGS, INC.,
a Florida corporation
into
CELLYNNE HOLDINGS, LLC,
a Florida Limited Liability Company

This Certificate of Conversion and attached Articles of Organization are submitted to convert Cellynne Holdings, Inc., a Florida corporation, into Cellynne Holdings, LLC, a Florida limited liability company, in accordance with §608.439, Florida Statutes.

1. The name of the entity converting immediately prior to the filing of this Certificate of Conversion is Cellynne Holdings, Inc.
2. Cellynne Holdings, Inc. is a corporation and was incorporated under the laws of the State of Florida on February 23, 1998 under Document Number P98000017546.
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is: Cellynne Holdings, LLC.
4. The plan of conversion relating to the conversion contemplated hereby has been approved by the the board of directors and the sole shareholder of Cellynne Holdings, Inc. in accordance with Chapter 607, Florida Statutes.
5. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and the requirements of s.608.439, F.S., in effecting the conversion.
6. Cellynne Holdings, Inc. currently exists on the official records of the jurisdiction under which it is currently incorporated.
7. The effective date of the conversion contemplated hereby shall be the date on which this Certificate of Conversion is filed with the Florida Department of State.

Signed this 21 day of August 2012.

CELLYNNE HOLDINGS, INC.

By: 

Name: Patrice Minguez

Title: President

CELLYNNE HOLDINGS, LLC

By: 

Name: Patrice Minguez

Title: President

2012 AUG 22 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION OF
CELLYNNE HOLDINGS, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, as amended, hereby makes, acknowledges and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company is Cellynne Holdings, LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is 1006 Marley Drive, Haines City, Florida 33844.

ARTICLE III - DURATION

The period of duration for the Company shall be perpetual.

ARTICLE IV - REGISTERED OFFICE AND AGENT AND ADDRESS

The name and street address of the registered agent and the registered office of the Company in the State of Florida are:

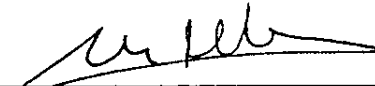
<u>Name</u>	<u>Address</u>
Marc Allegre	1006 Marley Drive Haines City, Florida 33844

ARTICLE V - MANAGEMENT

The management of the Company shall be vested in its members. The name of the member of the Company is Cellynne Investments, Inc. and its address is 1006 Marley Drive, Haines City, Florida 33844.

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CLERK OF CIRCUIT
JULIA HASSLER, FLORIDA

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization for the foregoing uses and purposes this 21 day of August 2012.

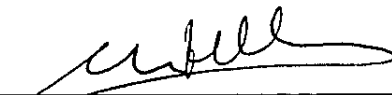


Marc H. Allegre,
Authorized Representative

REGISTERED AGENT'S ACCEPTANCE

Having been named as registered agent and to accept service of process for Cellynne Holdings, LLC at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 608, Florida Statutes.

Dated: August 21, 2012



Marc Allegre, Registered Agent

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TALLAHASSEE, FLORIDA