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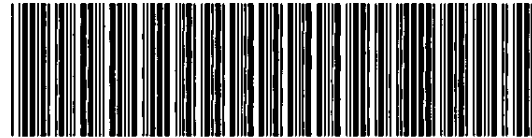
(Business Entity Name)

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12 AUG 24 PM 1:20

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

K. SALY
EXAMINER

AUG 27 2012

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

FILED
12 AUG 24 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Conversion and attached Articles of Organization are submitted to convert Cellynne of Nevada, Inc., a Florida corporation, into Cellynne of Nevada, 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 of Nevada, Inc.

2. Cellynne of Nevada, Inc. is a corporation and was incorporated under the laws of the State of Florida on February 28, 1996 under Document Number P96000018333.

3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is: Cellynne of Nevada, 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 of Nevada, Inc. in accordance with Chapter 607, Florida Statutes.

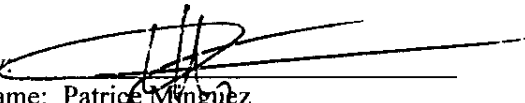
5. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and the requirements of s.608.439, F.S., in effecting the conversion.

6. Cellynne of Nevada, Inc. currently exists on the official records of the jurisdiction under which it is currently incorporated.

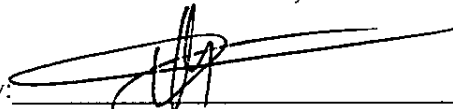
7. The effective date of the conversion contemplated hereby shall be the date on which this Certificate of Conversion is filed with the Florida Department of State.

Signed this 23 day of Aug 2012.

CELLYNNE OF NEVADA, INC.

By: 
Name: Patrice Minguez
Title: President

CELLYNNE OF NEVADA, LLC

By: 
Name: Patrice Minguez
Title: President

**ARTICLES OF ORGANIZATION OF
CELLYNNE OF NEVADA, LLC**

FILED
12 AUG 24 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 of Nevada, 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

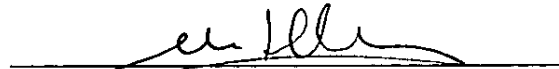
The name and street address of the registered agent and the registered office of the Company in the State of Florida are:

<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 Holdings, LLC and its address is 1006 Marley Drive, Haines City, Florida 33844.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization for the foregoing uses and purposes this 23 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 of Nevada, 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 23, 2012



Marc Allegre, Registered Agent