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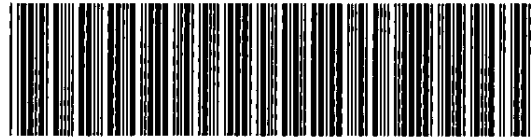
(Business Entity Name)

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FILED
2012 AUG 24 PM 3:49
STATE OF FLORIDA
TALLAHASSEE

J. BRYAN

AUG 27 2012

EXAMINER

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

FILED
2012 AUG 24 PM 3:49
TALLAHASSEE, FLORIDA
CLERK OF THE CIRCUIT COURT

This Certificate of Conversion and attached Articles of Organization are submitted to convert Cellynne U.S.A., Inc., a Florida corporation, into Cellynne U.S.A, 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 U.S.A., Inc.
2. Cellynne U.S.A., Inc. is a corporation and was incorporated under the laws of the State of Florida on April 20, 1995 under Document Number P95000031193.
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is: Cellynne U.S.A., 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 U.S.A., 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 U.S.A., 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 U.S.A., INC.

By: 

Name: Patrice Minguez

Title: President

CELLYNNE U.S.A., LLC

By: 

Name: Patrice Minguez

Title: President

**ARTICLES OF ORGANIZATION OF
CELLYNNE U.S.A., LLC**

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2012 AUG 24 PM 3:49
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 U.S.A., 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

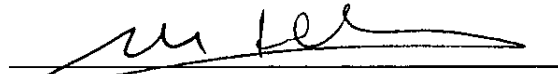
The name and street address of the registered agent and the registered office of the Company in the State of Florida are:

<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.

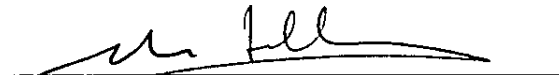


Marc H. Allegre,
Authorized Representative

REGISTERED AGENT'S ACCEPTANCE

Having been named as registered agent and to accept service of process for Cellynne U.S.A., 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

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TALLAHASSEE, FLORIDA