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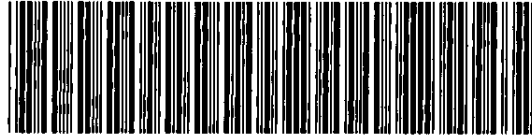
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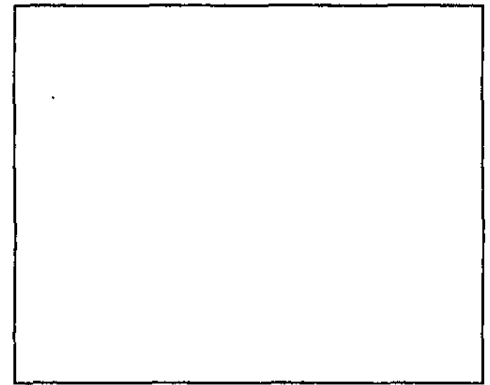
EXAMINER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ENTITY NAME:

BONAVISTA HOLDINGS, LLC

CK# 5855 FOR \$ 540.00 (\$180.00 for this filing)

PLEASE FILE THE ATTACHED CONVERSION & RETURN THE FOLLOWING:

XXX CERTIFIED COPY

___ STAMPED COPY

___ CERTIFICATE OF STATUS

Examiner's Initials

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TALLAHASSEE, FLORIDA

CERTIFICATE OF CONVERSION
FOR
BONAVISTA HOLDINGS, INC. 605388
INTO
BONAVISTA HOLDINGS, LLC

This Certificate of Conversion and attached Articles of Organization are submitted to convert BONAVISTA HOLDINGS, INC. into BONAVISTA HOLDINGS, LLC in accordance with Section 608.439, Florida Statutes.

1. The name of the Corporation immediately prior to the filing of this Certificate of Conversion is currently: BONAVISTA HOLDINGS, INC.
2. BONAVISTA HOLDINGS, INC. is a corporation organized under the laws of the State of Florida on December 27, 1978 and assigned Document No. 605388.
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization shall be BONAVISTA HOLDINGS, LLC. Its principal place of business and mailing address shall be 120 South University Drive, Suite B, Plantation, Florida 33324 U.S..
4. The conversion is permitted in accordance with Section 608.439 of the Florida Statutes.
5. The effective date of this Certificate of Conversion shall be upon the filing of the Certificate of Conversion and the Articles of Organization with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned being the President of BONAVISTA HOLDINGS, INC., does hereby make and file this Certificate of Conversion, hereby declaring and certifying that the facts herein stated are true, and executes this Certificate of Conversion this 31 day of OCT, 2012.

BONAVISTA HOLDINGS, INC.

By: 

MARVIN FEINSTEIN, President of Bonavista Holdings, Inc. and Authorized Representative of BONAVISTA HOLDINGS, LLC

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION OF
BONAVISTA HOLDINGS, LLC

ARTICLE I
NAME

The name of this Limited Liability Company shall be BONAVISTA HOLDINGS, LLC (the "Company").

ARTICLE II
PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Company shall be 120 South University Drive, Suite B, Plantation, Florida 33324, and such other place or places as the member from time to time may determine. The mailing address of the Company is 120 South University Drive, Suite B, Plantation, Florida 33324.

ARTICLE III
INITIAL REGISTERED OFFICE AND
REGISTERED AGENT

The initial registered agent of the Company shall be Atrium Registered Agents, Inc. The address of the initial registered agent is 1500 San Remo Avenue, Suite 125, Coral Gables, Florida 33146.

ARTICLE IV
MANAGEMENT

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager - managed company. The name and address of the manager who will serve as manager until the first annual meeting of the member or until his successor is elected and qualified in accordance with the Operating Agreement or applicable law is:

Marvin Feinstein
120 South University Drive
Suite B
Plantation, FL 33324

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TALLAHASSEE, FLORIDA

ARTICLE V
DURATION

The period of duration of the Company shall be perpetual, and the Company shall be in existence until dissolved in a manner provided by law, or as provided in the Operating Agreement.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Organization to be executed on the 20 day of OCTOBER, 2012, effective upon filing same with the Florida Department of State.

BY:


Marvin Feinstein, Authorized Representative

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT DESIGNATING ITS REGISTERED OFFICE AND REGISTERED AGENT IN FLORIDA.

1. The name of the limited liability company is:

BONAVISTA HOLDINGS, LLC

2. The name and address of the registered agent and office is:

Atrium Registered Agents, Inc.
1500 San Remo Avenue, Suite 125
Coral Gables, Florida 33146

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, REGISTERED AGENT HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. REGISTERED AGENT FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND IS FAMILIAR WITH AND ACCEPTS THE DUTIES AND OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.

ATRIUM REGISTERED AGENTS, INC.

By: 

Dennis Ginsburg, Vice President

Date: Oct. 31, 2012

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TALLAHASSEE, FLORIDA