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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

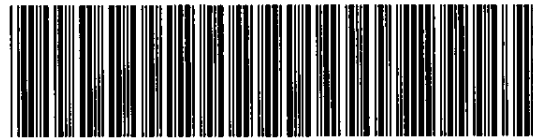
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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10/31/12--01026--017 **450.00

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2012 OCT 31 AM 11:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. BRYAN

NOV -1 2012

EXAMINER

REDGRAVE & ROSENTHAL^{LLP}
ATTORNEYS AT LAW

120 East Palmetto Park Road • Suite 400
Boca Raton, Florida 33432 • Tel 561.347.1700 • Fax 561.391.9944
www.redgraveandrosenthal.com

Jennifer E. Zakin
jzakin@redgraveandrosenthal.com
Direct Dial 561.226.7819

October 29, 2012

FILED
2012 OCT 31 AM 11:31
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Our File No. 35115-00002
Smiley Financial, LLC, Buchanan Services, LLC and Fab Products, LLC

Dear Sir or Madam:

Enclosed for each of the above-referenced entities, please find the following:

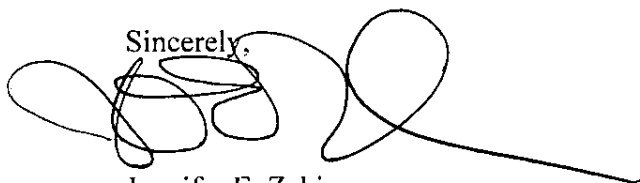
1. Cover letter;
2. Certificate of Conversion (including a copy of the executed Plan of Conversion prepared in accordance with Florida Statutes Section 608.439); and
3. Articles of Organization.

Also enclosed is Check No. 1287 in the amount of \$450.00 payable to "Florida Department of State" for the filing and conversion fees.

Please file the enclosed documents with Florida Department of State and return confirmation of filing to me at the above address.

If you have any questions, please do not hesitate to contact me.

Sincerely,



Jennifer E. Zakin

JEZ/ib
Enclosures

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Smiley Financial, LLC
(Name of Resulting Florida Limited Company)

The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 608.439, F.S.

Please return all correspondence concerning this matter to:

Jennifer E. Zakin, Esq.
(Contact Person)

Redgrave & Rosenthal LLP
(Firm/Company)

120 E. Palmetto Park Road, Suite 400
(Address)

Boca Raton, FL 33432
(City, State and Zip Code)

jzakin@redgraveandrosenthal.com
E-mail address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Jennifer E. Zakin, Esq. at (561) 347-1700
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|---|---|--|
| <input checked="" type="checkbox"/> \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization) | <input type="checkbox"/> \$155.00 Filing Fees
and Certificate of
Status | <input type="checkbox"/> \$180.00 Filing Fees
and Certified Copy | <input type="checkbox"/> \$185.00 Filing Fees,
Certified Copy, and
Certificate of Status |
|--|---|---|--|

STREET ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
2012 OCT 31 AM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

FILED
2012 OCT 31 AM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Conversion **and attached Articles of Organization** are submitted to convert the following **"Other Business Entity"** into a **Florida Limited Liability Company** in accordance with s.608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

Smiley Financial Inc.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a corporation

(Enter entity type. Example: corporation, limited partnership,
general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Florida

(Enter state, or if a non-U.S. entity, the name of the country)

on April 23, 2008

(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

4. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:

Smiley Financial, LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: _____

(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

6. 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.

7. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

Signed this 24 day of October 2012.

Signature of Member or Authorized Representative of Limited Liability Company:

Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

Signature of Member or Authorized Representative: _____

Printed Name: Frank Buchanan

Title: Manager

Signature(s) on behalf of Other Business Entity: Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S. [See below for required signature(s).]

Signature: _____

Printed Name: Frank Buchanan

Title: President, Secretary, Treasurer & Director

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

If Florida Corporation:

Signature of Chairman, Vice Chairman, Director, or Officer.

If Directors or Officers have not been selected, an Incorporator must sign.

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

All others:

Signature of an authorized person.

Fees:

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

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2012 OCT 31 AM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF CONVERSION
to Convert Smiley Financial Inc., a Florida Corporation
to Smiley Financial, LLC,
a Florida Limited Liability Company

FILED
2012 OCT 31 AM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Shareholder of Smiley Financial Inc., a Florida Corporation, and undersigned Member of Smiley Financial, LLC, a Florida Limited Liability Company, do hereby agree to and consent to this Plan of Conversion as set forth below.

1. The name and form of the organization before conversion is Smiley Financial Inc., a profit corporation organized under the laws of Florida.
2. The name and form of the organization after conversion is Smiley Financial, LLC, a limited liability company organized under the laws of Florida.
3. The terms and conditions of the conversion are as follows: Upon conversion, Frank Buchanan shall receive 100% membership interest in Smiley Financial, LLC for his shares in Smiley Financial, Inc. Frank Buchanan's ownership interests in the organization shall be the same before and after the conversion.
4. The organizational documents, including the Articles of Organization of Smiley Financial, LLC, are attached hereto and incorporated herein by reference.
5. The undersigned Shareholder and Member hereby authorizes the execution and filing any and all documents required by the Florida Department of State to effectuate this conversion.

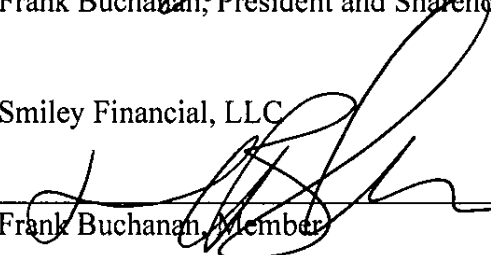
This Plan of Conversion is effective this 24 day of October, 2012 and is hereby agreed to and signed by the Shareholder of Smiley Financial Inc. and the Member of Smiley Financial, LLC.

Smiley Financial Inc.



Frank Buchanan, President and Shareholder

Smiley Financial, LLC



Frank Buchanan, Member

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Smiley Financial, LLC

(Must end with the words "Limited Liability Company, the abbreviation "L.L.C.," or the designation "LLC.")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

775 NW 57th Street

Ft. Lauderdale, FL 33309

Mailing Address:

775 NW 57th Street

Ft. Lauderdale, FL 33309

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

Frank Buchanan

Name

775 NW 57th Street

Florida street address (P.O. Box **NOT** acceptable)

Ft. Lauderdale

FL 33309

City, State, and Zip

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 Chapter 608, F.S..



Registered Agent's Signature (REQUIRED)

(CONTINUED)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGR

Frank Buchanan

775 NW 57th Street

Ft. Lauderdale, FL 33309

MGR

Hilary J. Buchanan

368 South Silver Palm Road

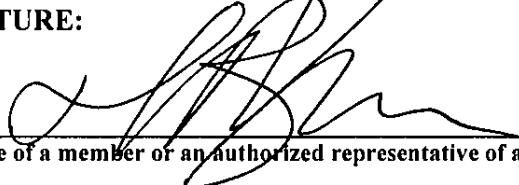
Boca Raton, FL 33432

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____
(OPTIONAL)

(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Certificate of Conversion, if an effective date listed therein.)

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Frank Buchanan

Typed or printed name of signee

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2012 OCT 31 AM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA