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DATE: 12/26/12

NAME: D. DIZNEY DOUBLE DIAMOND, INC

TYPE OF FILING: CONVERSION

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RETURN: PLAIN COPY PLEASE

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

Abbie Hodge

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CERTIFICATE OF CONVERSION

D. DIZNEY DOUBLE DIAMOND, INC.
(a Florida Corporation)

into

D. DIZNEY DOUBLE DIAMOND, LLC
(a Florida Limited Liability Company)

This Certificate of Conversion, with the attached Articles of Organization, is submitted for the purpose of converting D. Dizney Double Diamond, Inc., a Florida business corporation, into D. Dizney Double Diamond, LLC, a Florida limited liability company, which conversion is effected in accordance with Florida law including specifically Florida Statutes § 608.439.

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

D. Dizney Double Diamond, Inc.

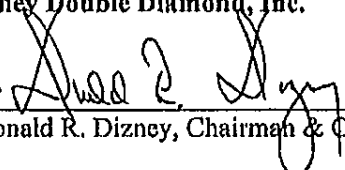
2. The "Other Business Entity" is a business corporation organized pursuant to Florida law on July 13, 1983, it being assigned Charter Number G48447. Since the date of its incorporation, the jurisdiction of organization of the "Other Business Entity" has not been changed.
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is:

D. Dizney Double Diamond, LLC

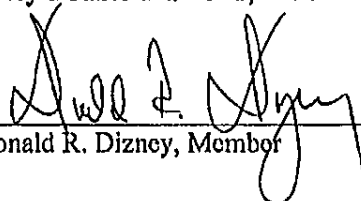
4. This Certificate of Conversion shall be effective as of 11:59:59 p.m. on the 31st day of December, 2012.
5. This conversion is permitted by the applicable laws governing each business entity party hereto and the conversion complies with such laws, including but not limited to the requirements of Florida Statutes § 608.439.
6. The "Other Business Entity" currently exists on the official records of the Florida Secretary of State.

The Certificate of Conversion has been executed as of the 21st day of December, 2012.

D. Dizney Double Diamond, Inc.

By: 
Donald R. Dizney, Chairman & C.E.O.

D. Dizney Double Diamond, LLC

By: 
Donald R. Dizney, Member

Articles of Organization

of

D. Dizney Double Diamond, LLC

The undersigned hereby forms and organizes a limited liability company pursuant to the Florida Limited Liability Company Act and adopts the following Articles of Organization of such limited liability company:

Article I

The name of the limited liability company is:

D. Dizney Double Diamond, LLC

Article II

The name and street address of the registered agent is:

Elizabeth K. Chesser
603 Main Street
Windermere, Florida 34786

Article III

The mailing address of the initial principal place of business of the limited liability company is:

603 Main Street
Windermere, Florida 34786

Article IV

The limited liability company is to be managed by a manager or managers. Only those elected or appointed as managers may bind the limited liability company, and no member, by reason of being a member, may bind the limited liability company. The authority of the managers shall be exercised in accordance with the operating agreement of the limited liability company.

Article V

The duration of the limited liability company shall be perpetual, save and until its dissolution in accordance with the Florida Limited Liability Company Act and the operating agreement of the limited liability company.

Article VI

No member, manager, agent or employee of the limited liability company shall be personally liable for the debts, obligations, or liabilities of the limited liability company, whether arising in contract, tort or otherwise, or for the acts or omissions of any other member, manager, agent or employee of the limited liability company.

Article VII

The name and address of each manager is as follows:

Donald R. Dizney	603 Main Street Windermere, Florida 34786
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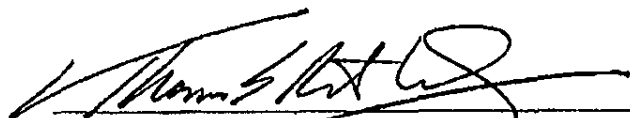
Article VIII

This limited liability company was previously organized as a Florida business corporation, it being converted into a limited liability company pursuant to a Certificate of Conversion filed by the Florida Secretary of State.

Article IX

These Articles of Organization shall be effective as of 11:59:59 on the 31st day of December, 2012.

Date: December 26, 2012


Thomas E. Rutledge, authorized representative of
the Member

{In accordance with § 608.408(3) of the Florida Statutes, the execution of this document constitutes an affirmative statement under penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Secretary of State constitutes a third-degree felony as provided for in § 817.155 of Florida Statutes.}

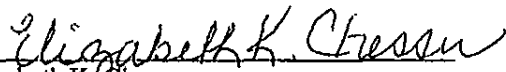
This Instrument Prepared By:



Thomas E. Rutledge
STOLL KEENON OGDEN PLLC
2000 PNC Plaza
500 W. Jefferson Street
Louisville, Kentucky 40202
502-333-6000

**Consent of Initial Agent to Serve as
Registered Agent for Service of Process**

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in the certificate, I hereby accept the appointment as registered agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608 of Florida Statutes.


Elizabeth K. Chesser