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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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WILLIAMS PARKER
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February 26, 2013

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

Re: Certificate of Conversion and Articles of Organization

Dear Sir or Madam:

Enclosed is a Certificate of Conversion of "Other Business Entity" into a "Florida Limited Liability company" with attached Articles of Organization for the converted entity, in accordance with Florida Statute 608.439.

Also enclosed is a check made payable to the Secretary of State in the amount of \$185.00. This amount includes payment for the state filing fees of \$150, a Certified Copy for \$30.00, and a Certificate of Status for \$5.00.

Enclosed is a self-addressed, FedEx envelope for return of the Certified Copy and the Certificate to my attention at: Williams Parker Harrison Dietz & Getzen, 200 S. Orange Avenue, Sarasota, FL 34236. Please call should you have any questions regarding this filing.

The effective date of the conversion is upon the date this document is filed with the Secretary of State, as stated in the Certificate of Conversion and the Articles of Incorporation.

Thank you.

Sincerely,



Suzanne Chapman
Corporate Paralegal

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF CONVERSION
FOR
"OTHER BUSINESS ENTITY"
INTO
FLORIDA LIMITED LIABILITY COMPANY**

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 F.S. § 608.439.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is: Thaler Viewmaster Limited Partnership (the "Converting Entity").
2. The Converting Entity is a Connecticut limited partnership first formed under the laws of the state of Connecticut on June 26, 1981, Business ID 0531037, and the jurisdiction has not been changed.
3. The Converting Entity currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.
4. The name of the Florida limited liability company as set forth in the attached Articles of Organization is: Thaler Viewmaster, LLC (the "Converted Entity").
5. The Converting Entity has been converted into a Florida limited liability company in compliance with Chapter 608.439, Florida Statutes and with Connecticut General Statutes, Title 34, Chapter 610.
6. A Plan of Conversion for the Converting Entity was duly authorized and approved in accordance with Chapter 608.439, Florida Statutes.
7. The effective date of Conversion to a Florida Limited Liability Company is the date of this filing with the Secretary of State of Florida.

In witness whereof, the undersigned member or authorized representative has executed this Certificate of Conversion as of the 8 day of February 2013.

THALER VIEWMASTER LIMITED PARTNERHSIP,
a Connecticut limited partnership

THALER VIEWMASTER, LLC, a
Florida limited liability company

By: A & E LLC, a Florida limited liability company
As its General Partner

By: Arnold Thaler

Arnold Thaler
As its Manager

By: Arnold Thaler
Arnold Thaler
As its Manager

**ARTICLES OF ORGANIZATION
OF
THALER VIEWMASTER, LLC**

The undersigned, a member or authorized representative, hereby subscribes to these Articles of Organization to form a limited liability company (the "Company") under the Florida Limited Liability Company Act (Chapter 608, Florida Statutes) and in accordance with F.S. § 608.407.

1. Name. The name of the Company is:

Thaler Viewmaster, LLC

2. Mailing Address and Street Address of Principal Office. The mailing address and the street address of the principal office of the Company is 1281 Gulf of Mexico Drive, Unit 108, Longboat Key, FL 34228.

3. Name and Street Address of Initial Registered Agent. The name and street address of the Company's initial registered agent is Cross Street Corporate Services, LLC, 200 S. Orange Avenue, Sarasota, FL 34236.

4. Management. The Company shall be a manager-managed Company. The initial manager of the company shall be:

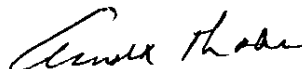
Arnold Thaler
1281 Gulf of Mexico Drive
Unit 108
Longboat Key, FL 34228

Managers may be appointed and removed in the manner provided in the operating agreement of the Company.

5. Existence. In accordance with F.S. § 608, the Company's existence shall begin at the date of the formation of the Converting Entity, which is the date and time these Articles of Organization are filed, as evidenced by the Department of State's date and time endorsement.

6. Amendment. These Articles of Organization may be amended in the manner provided in the Operating Agreement of the Company.

In witness whereof, the undersigned member or authorized representative has executed these Articles of Organization as of the 8 day of February 2013 (the "Execution Date").



Arnold Thaler
Manager

ACKNOWLEDGEMENT OF REGISTERED AGENT

In accordance with F.S. §§ 608.407(c) and 608.415, the undersigned is familiar with the obligations imposed on the position of registered agent by the Florida Limited Liability Company Act and hereby accepts appointment as the initial registered agent of the Company.

In witness whereof, the undersigned has executed this Acknowledgement of Registered Agent as of the Execution Date.

Cross Street Corporate Services, LLC,
a Florida limited liability company

By: 

E. John Wagner, II
As it Vice President

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TALLAHASSEE, FLORIDA