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CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195
REFERENCE : 713973 7229429
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 160.00 \$150.00

ORDER DATE : July 3, 2013
ORDER TIME : 12:0 PM
ORDER NO. : 713973-005
CUSTOMER NO: 7229429

DOMESTIC AMENDMENT FILING

NAME: QUEER AS ME, INC.

EFFECTIVE DATE:

XX CERTIFICATE OF CONVERSION
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 52956

EXAMINER'S INITIALS: _____

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CERTIFICATE OF CONVERSION

913-24137

Pursuant to Sections 607.1113 and 608.439 of the Florida Statutes, Queer As Me, Inc., a Florida corporation (the "**Company**"), hereby submits the attached Articles of Organization and this Certificate of Conversion to convert the Company into Queer As Me, LLC, a Florida limited liability company (the "**LLC**");

1. The Company has been converted into a Florida limited liability company in accordance with the Florida Business Corporation Act and the conversion complies with the Florida Limited Liability Company Act.

2. A plan of conversion was approved by the Company in accordance with the Florida Business Corporation Act and there are no general partners of the surviving entity.

3. The Company has agreed to pay any shareholders of the Company having appraisal rights the amount to which they are entitled pursuant to Sections 607.1301 through 607.1333 of the Florida Statutes.

4. The name of the Company immediately prior to filing this document was Queer As Me, Inc. It was first organized as a Florida Corporation by filing Articles of Incorporation with the Florida Department of State on March 29, 2013.

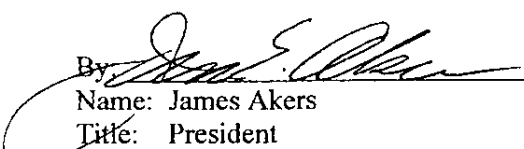
5. The date on which and the jurisdiction in which the Company was first created or otherwise came into being are:

- A. Date: March 29, 2013
- B. Jurisdiction: Florida

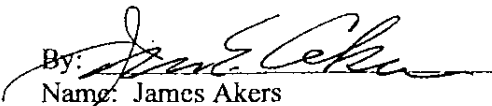
6. The name of the LLC as set forth in the attached Articles of Organization is Queer As Me, LLC. The address of its principal office is 1521 Alton Road, #465, Miami Beach, Florida 33139.

7. The conversion will be effective as of the date of filing of this Certificate of Conversion with the Secretary of State of the State of Florida.

QUEER AS ME, INC., a Florida corporation

By: 
Name: James Akers
Title: President

QUEER AS ME, LLC, a Florida limited liability company

By: 
Name: James Akers
Title: Manager

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**ARTICLES OF ORGANIZATION
OF
QUEER AS ME, LLC**

The undersigned, being the sole member and desiring to form a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

1. **Name.** The name of the limited liability company is QUEER AS ME, LLC (the "Company").
2. **Address.** The mailing address and street address of the Company's principal office are 1521 Alton Road, #465, Miami Beach, Florida 33139.
3. **Duration.** The duration of the Company shall be perpetual.
4. **Continuation of Limited Liability Company.** So long as the Company continues to have at least one remaining member, the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member or the occurrence of any other event that terminates the continued membership of any member shall not cause the Company to be dissolved, and upon the occurrence of any such event, the Company shall be continued without dissolution. At any time there are no members, the Company is not dissolved and is not required to be wound up if, within one (1) year after the occurrence of the event that terminated the continued membership of the last remaining member, the personal representative or other legal representative of the last remaining member agrees in writing to continue the Company and agrees to the admission of the personal representative of such member or its nominee or designee to the Company as a member, effective as of the occurrence of the event that terminated the continued membership of the last remaining member.
5. **Registered Agent and Office.** The name and street address of the Company's initial registered agent for service of process in the state are Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.
6. **Management.** The Company shall be a manager-managed limited liability company. The Manager is James Akers, 1521 Alton Road, #465, Miami Beach, Florida 33139.

Signature Page Follows

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IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 9th day
of June, 2013.

By: 

Print Name: James Akers

Title: Manager

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ACCEPTANCE OF REGISTERED AGENT

I agree to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and I acknowledge that I am familiar with, and accept, the obligations of such position.

Date: ~~June~~ ^{July} 5, 2013

CORPORATION SERVICE COMPANY

By: 
Name: Sue G. Knight
Assistant Vice President

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CLERK OF THE
SUPREME COURT
JUL 5 2013