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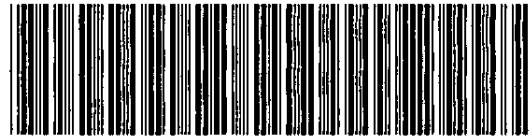
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August 5, 2013

VIA FEDEX

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

Re: **Conversion of Valuty Corporation, Inc., a Florida corporation, into  
Valuty, LLC, a Florida limited liability company**

Dear Sir/Madam:

The enclosed Certificate of Conversion, Articles of Organization, and required filing fees are hereby submitted to convert Valuty Corporation, Inc., an "Other Business Entity," into Valuty, LLC, a "Florida Limited Liability Company," in accordance with §608.439, Florida Statutes.

Please return all correspondence concerning this matter to the undersigned in the enclosed self-addressed, postage paid envelope.

The e-mail address for annual report notifications is [tlmiller@duanemorris.com](mailto:tlmiller@duanemorris.com).

For further information concerning this matter, please contact attorney, Chuck Shields, at the number below.

Best regards,



Tara L. Miller, FRP  
Florida Registered Paralegal

cc: Charles B. Shields, Jr.

DUANE MORRIS LLP

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**CERTIFICATE AND PLAN OF CONVERSION  
FOR  
VALUTY CORPORATION, INC. 104-84457  
INTO  
VALUTY, LLC**

This Certificate and Plan of Conversion and attached Articles of Organization are submitted to convert **VALUTY CORPORATION, INC.**, a Florida corporation (the "Corporation"), into **VALUTY, LLC**, a Florida limited liability company (the "LLC"), in accordance with Sections 607.1112 and 608.439, Florida Statutes.

1. **VALUTY CORPORATION, INC.**, a Florida corporation, was formed on May 27, 2004.
2. The name of the Florida limited liability company is **VALUTY, LLC**, and it will be the resulting entity which will be governed by the laws of the State of Florida.
3. This Certificate and Plan of Conversion shall be effective August 6, 2013.
4. Pursuant to the conversion transaction, the shares of issued and outstanding stock of the Corporation ("Shares") shall be converted into membership interests ("Member Interests") in the LLC, as follows:

The Shares held by each shareholder of the Corporation immediately prior to the conversion transaction, when expressed as a percentage of the then total issued and outstanding Shares, shall be converted into the same percentage of Member Interests in the LLC such that the percentage of stock ownership in the Corporation held by each shareholder immediately prior to the conversion transaction will equal the same percentage of Member Interests in the LLC held by that (former) shareholder (and now a member of the LLC) immediately after the conversion transaction.

5. The Articles of Organization of the LLC, its charter documents, are as set forth in Exhibit A attached hereto.

6th The undersigned have executed this Certificate and Plan of Conversion effective as of the day of August, 2013.

**VALUTY CORPORATION, INC.,**  
Converting Entity

By:   
**JOSEPH A. McDONNELL**, President

**VALUTY, LLC,**  
Resulting Entity

By:   
**JOSEPH A. McDONNELL**, President

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**EXHIBIT A**  
**ARTICLES OF ORGANIZATION**  
**OF**  
**VALUTY, LLC**  
(a Florida limited liability company)

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TALLAHASSEE, FLORIDA**

**ARTICLES OF ORGANIZATION  
OF  
VALUTY, LLC**  
(a Florida limited liability company)

The undersigned, in forming a Florida limited liability company under the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, hereby adopts the following Articles of Organization:

**ARTICLE I  
NAME**

The name of the limited liability company is **VALUTY, LLC** (hereinafter, the "Company").

**ARTICLE II  
MAILING AND PRINCIPAL ADDRESS**

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

2301 SW 145<sup>th</sup> Ave.  
Miramar, FL 33027

**ARTICLE III  
REGISTERED AGENT AND REGISTERED OFFICE**

The name and street address of the Company's registered agent are:


**GARY SILBERMAN, ESQ.**  
Offices at Grand Bay Plaza  
2665 S. Bayshore Dr., Ste. 725  
Coconut Grove, FL 33133

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The undersigned Authorized Representative has executed these Articles of Organization effective as of the 04 day of August, 2013.

  
\_\_\_\_\_  
**JOSEPH A. McDONNELL**, Authorized  
Representative

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

Having been named as registered agent and to accept service of process for VALUTY, LLC at the place designated in Article III of the Articles of Organization, GARY SILBERMAN, ESQ. hereby accepts the appointment as registered agent, agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relating to the proper and complete performance of such duties. GARY SILBERMAN, ESQ. is familiar with and accepts the obligations of the position as registered agent as provided for in Chapter 608, F.S.

  
GARY SILBERMAN, ESQ.

Date: 8/2/13, 2013

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