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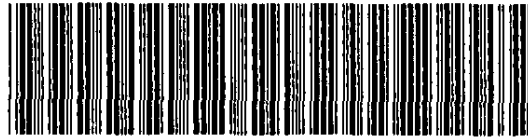
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August 5, 2013

VIA FEDEX

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

Re: **Conversion of Heat Innovations, Inc., a Florida corporation, into
Heat Innovations, 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 Heat Innovations, Inc., an "Other Business Entity," into Heat Innovations, 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.

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

BOCA CENTER TOWER II, 5100 TOWN CENTER CIRCLE, SUITE 650
BOCA RATON, FL 33486-9000

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**CERTIFICATE AND PLAN OF CONVERSION
FOR
HEAT INNOVATIONS, INC.
INTO
HEAT INNOVATIONS, LLC**

FILED
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CLERK OF COURT
JULIA H. HARRIS, CLERK
CLERK OF COURT
JULIA H. HARRIS, CLERK

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

1. **HEAT INNOVATIONS, INC.**, a Florida corporation, was formed on September 5, 2007.
2. The name of the Florida limited liability company is **HEAT INNOVATIONS, 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.

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

HEAT INNOVATIONS, INC.,
Converting Entity

By: 
JOSEPH A. McDONNELL, President

HEAT INNOVATIONS, LLC,
Resulting Entity

By: 
JOSEPH A. McDONNELL, President

EXHIBIT A
ARTICLES OF ORGANIZATION
OF
HEAT INNOVATIONS, LLC
(a Florida limited liability company)

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
HEAT INNOVATIONS, 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 **HEAT INNOVATIONS, 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 145th 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

The undersigned Authorized Representative has executed these Articles of Organization effective as of the 6 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 **HEAT INNOVATIONS, 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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TALLAHASSEE, FLORIDA

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