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(Requestor's Name)

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(City/State/Zip/Phone #)

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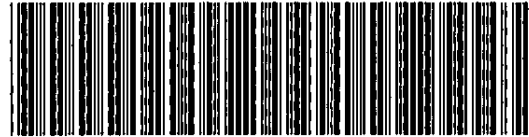
(Business Entity Name)

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October 21, 2013

PERSONAL AND CONFIDENTIAL

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Intelli ERP Software, LLC

Dear Clerk:

Enclosed for filing are the following documents necessary to convert "Intelli ERP Software, Inc." to Intelli ERP Software, LLC:

1. Certificate of Conversion.
2. Plan of Recapitalization.
3. Articles of Organization for Intelli ERP Software, LLC.

Also enclosed is our check in the amount of \$150.00 to cover the cost associated with this filing. Once filed, please provide confirmation of the conversion to our office in the self-addressed stamped envelope provided.

Should you have any questions or comments, please contact our office. Best regards.

Sincerely,

BROAD AND CASSEL

Handwritten signature of Anthony W. Justice in cursive script.
Anthony W. Justice
Paralegal

:awj
Enclosures

**CERTIFICATE OF CONVERSION FOR
INTELLI ERP SOFTWARE, INC.
TO
INTELLI ERP SOFTWARE, LLC**

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following Florida corporation to a Florida limited liability company.

1. INTELLI ERP SOFTWARE, Inc. (the "Corporation") has been converted to INTELLI ERP SOFTWARE, LLC, a Florida limited liability company ("LLC"), in compliance with chapter §607 Florida statutes and complies with all laws governing Florida limited liability companies.
2. The terms pursuant to which the Corporation shall convert to the LLC are as set forth in a Plan of Recapitalization, adopted by all shareholders and directors of the Corporation and by all members of the LLC, dated of even date herewith, and in compliance with Florida Statute §607.1112.
3. The effective date of the conversion shall be the date of filing this Certificate of Conversion with the Florida Secretary of State.
4. The mailing address and street address of the principal office of the LLC is 1307 S. International Pkwy., Ste. 1061, Lake Mary, FL 32746.
5. The name of the Corporation immediately prior to the filing of this Certificate of Conversion is INTELLI ERP SOFTWARE, INC., incorporated under the laws of the State of Florida on January 28, 2013.
6. The name of the LLC, as set forth in the attached Articles of Organization is INTELLI ERP SOFTWARE, LLC.
7. The LLC shall pay all shareholders having appraisal rights any amount to which they are entitled under Florida Statutes §607.1301-607.1333.

(SIGNATURES FOLLOW ON NEXT PAGE)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DATED this 4th day of October, 2013.

INTELLI ERP SOFTWARE, INC.

By: [Signature]
PRAKASH SINGH, President

MEMBERS:

[Signature]
PRAKASH SINGH

[Signature]
VIKASH SINGH

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

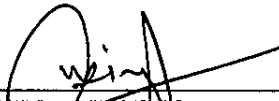
DATED this 4th day of October, 2013.

INTELLI ERP SOFTWARE, INC.

By: _____
PRAKASH SINGH, President

MEMBERS:

PRAKASH SINGH



VIKASH SINGH

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
INTELLI ERP SOFTWARE, LLC**

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TALLAHASSEE, FLORIDA

The undersigned acting as the organizer of INTELLI ERP SOFTWARE, LLC, under the Florida Limited Liability Company Act, Chapter 608, *Fla. Stat.*, adopt the following Articles of Organization:

ARTICLE I - Name:

The name of the limited liability company is INTELLI ERP SOFTWARE, LLC (the "Company").

ARTICLE II - Address:

The mailing address and street address of the principal office of the Company is 1307 S. International Pkwy, Ste. 1061, Lake Mary, FL 32746.

ARTICLE III - Duration:

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement of the Company.

ARTICLE IV - Management:

The Company is to be managed by its managers and the name and address of the managers to serve as the initial managers until the first annual meeting of members or until their successors are elected and qualified are:

| <u>Name</u> | <u>Address</u> |
|---------------|--|
| PRAKASH SINGH | 130 Mattie Court Madison, Alabama 35756 |
| VIKASH SINGH | 3280 Oakmont Terrace Longwood, FL 32779 |

ARTICLE V - Admission of Additional Members:

The Company shall admit new Members in accordance with the Company's Operating Agreement.

ARTICLE VI - Adoption of Operating Agreement:

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, *Fla. Stat.*

ARTICLE VII - Initial Registered Agent and Office:

The initial registered agent for the Company shall be SUPRIYA SINGH, 3280 Oakmont Terrace, Longwood, FL 32779.

ARTICLE VIII - Amendments:

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the majority written approval of all voting Members of the Company.

ARTICLE IX - Indemnification:

Each individual or entity who is or was a manager of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a manager of the Company ("Indemnatee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnatee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnatee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a manager or officer existing at the time of such repeal or amendment.

ARTICLE X – Member Interests:

The Company is authorized to issue both voting and nonvoting membership interests. All membership interests shall be identical in all respects except the nonvoting membership interests shall carry no right to vote on any matter except as the State of Florida requires that voting rights be granted nonvoting membership interests.

IN WITNESS WHEREOF, the undersigned incorporates these Articles of Organization as of this 4th day of October, 2013.



PRAKASH SINGH, Organizer


**ACCEPTANCE OF APPOINTMENT OF
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED REGISTERED AGENT SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is INTELLI ERP SOFTWARE, LLC.
2. The name and address of the registered agent and its office is:

SUPRIYA SINGH
3280 Oakmont Terrace
Longwood, FL 32779

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agree to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent.



SUPRIYA SINGH

Dated this 4th day of October, 2013.

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