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(Requestor's Name)

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MAIL

(Business Entity Name)

(Document Number)

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- * LL. M. IN TAXATION
- + BOARD CERTIFIED LAWYER
WILLS, TRUSTS AND ESTATES
- *** LL.M. IN ESTATE PLANNING
- ^ BOARD CERTIFIED LAWYER IN TAX LAW

December 20, 2013
VIA UPS

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

Re: DHINGRA FAMILY, L.L.C.

Dear Sir/Madam:

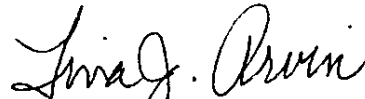
Enclosed for filing please find a Certificate of Conversion and Articles of Organization whereby DHINGRA FAMILY LIMITED PARTNERSHIP, a Nevada limited partnership, will convert into DHINGRA FAMILY, L.L.C., a Florida limited liability company, effective December 26, 2013.

Also enclosed please find a check made payable to Department of State in the amount of \$150.00 for filing fees.

Please return the filed document to our office in the enclosed self-addressed, stamped envelope.

Please contact me if you have any questions on the above.

Best regards,



Tina J. Arvin
Florida Registered Paralegal

ASG:*tja
Enclosures

cc: Drs. Rajiv and Ratna Dhingra (w/enclosures via email dhingraratna@gmail.com)
L. Martin Yost, CPA (w/enclosures via email lmyst@yostcpa.com)

E-MAILED
Jan 12/20/13

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 s.608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

DHINGRA FAMILY LIMITED PARTNERSHIP

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a LIMITED PARTNERSHIP

(Enter entity type. Example: corporation, limited partnership,
general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of NEVADA

(Enter state, or if a non-U.S. entity, the name of the country)

on 1/9/1997

(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

4. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:

DHINGRA FAMILY, L.L.C.

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: 12/26/2013

(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND 2)** must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

6. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and the requirements of s.608.439, F.S., in effecting the conversion.

7. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

Signed this 19th day of Dec. 2013.

Signature of Member or Authorized Representative of Limited Liability Company:

Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

Signature of Member or Authorized Representative: [Signature]

Printed Name: ALAN S. GASSMAN

Title: AUTHORIZED REPRESENTATIVE

Signature(s) on behalf of Other Business Entity: Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S. [See below for required signature(s).]

Signature: [Signature]

Printed Name: RAJIV DHINGRA, Co-Tenant by the Entireties

Title: GENERAL PARTNER

Signature: [Signature]

Printed Name: RATNA DHINGRA, Co-Tenant by the Entireties

Title: GENERAL PARTNER

Signature: [Signature]

Printed Name: SUJATA KIBE, as Trustee of the DHINGRA GIFTING TRUST dated January 7, 1997, As Amended

Title: GENERAL PARTNER

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

If Florida Corporation:

Signature of Chairman, Vice Chairman, Director, or Officer.

If Directors or Officers have not been selected, an Incorporator must sign.

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

All others:

Signature of an authorized person.

Fees:

Certificate of Conversion:

\$25.00

Fees for Florida Articles of Organization:

\$125.00

Certified Copy:

\$30.00 (Optional)

Certificate of Status:

\$5.00 (Optional)

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SECRETARY OF STATE
FLORIDA

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY
COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is: **DHINGRA FAMILY, L.L.C.**

ARTICLE II - Address:

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

935 St. Anne's Court
Tarpon Springs, FL 34688

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Alan S. Gassman

Name

1245 Court Street, Suite 102

Florida street address (P.O. Box **NOT** acceptable)

Clearwater, FL 33756

City, State, and Zip

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, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.



Registered Agent's Signature

ARTICLE IV - Manager(s) or Managing Member(s):

The names and addresses of each Manager or Managing Member is as follows:

Title:	Name and Address:
MGR	RAJIV DHINGRA 935 St. Anne's Court Tarpon Springs, FL 34688

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SECRETARY OF STATE
TALLAHASSEE, FL 32399

FILED

ARTICLE V - Effective Date:

The LLC shall be effective Dec. 24, 2013.

ARTICLE VI - Written Operating Agreement:

Any operating agreement entered into by the Members of the Limited Liability Company, and any amendments or restatements thereof, shall be in writing, and shall govern all matters relating to the governance of the affairs of the Limited Liability Company, the conduct of its business and the relations of its Members, including without limitation, the amendment of these Articles. No oral agreement among any of the Members or Managers of the Limited Liability Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, any written operating agreement of the Limited Liability Company, as amended and in existence from time to time.

ARTICLE VII - Voting and Non-Voting Membership Interests:

The Company shall consist of one percent (1%) of the ownership interests having voting Membership rights and ninety-nine percent (99%) of the ownership interests have non-voting Membership rights. The holders of the one percent (1%) voting Membership Units shall have a fiduciary duty to vote their Membership Interests based upon the same standard which applies to General Partners of a Limited Partnership in the State of Florida. The non-voting Members shall have rights as provided under the Florida Statutes, and as would apply to the Limited Partners of a Florida Limited Partnership. The Members may designate by written agreement and/or certificate of ownership whether Membership Interests that they are acquiring are voting or non-voting, but if not specifically designated, any issued Member Interests shall be considered to be non-voting. The holders of voting Membership Units may be referred to as Managing Members and the holders of non-voting Membership Units may be referred to Non-Managing Members.

Audit Fax No: _____

Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)



ALAN S. GASSMAN, Authorized Representative

J:\AD\DHINGRA\Partnership\Conversion to Dhingra Family, L.L.C. (FL)\Articles of Organization.1a.wpd
jas 8-22-13

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TALLAHASSEE, FL 32399