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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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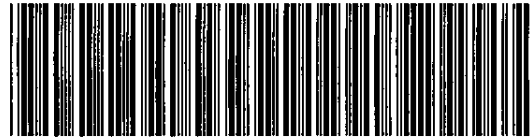
(Business Entity Name)

(Document Number)

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

GASSMAN LAW ASSOCIATES, P.A.

ATTORNEYS AT LAW

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KENNETH J. CROTTY ****
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- * LL. M. IN TAXATION
- + BOARD CERTIFIED LAWYER
WILLS, TRUSTS AND ESTATES
- *** LL.M. IN ESTATE PLANNING
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1245 COURT STREET
SUITE 102
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PHONE: (727) 442-1200
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Gassmanlawassociates.com

December 27, 2013
VIA UPS

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

Re: PRIORITY ONE CLEARING SERVICES, INC.
Document Number P08000063209

Dear Sir/Madam:

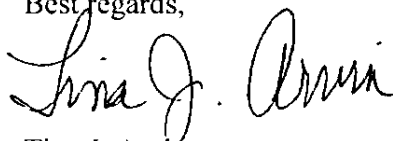
Enclosed for filing please find a Certificate of Conversion and Articles of Organization whereby PRIORITY ONE CLEARING SERVICES, INC., a Florida corporation, will convert into PRIORITY ONE CLEARING SERVICES, L.L.C., a Florida limited liability company, effective December 31, 2013.

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 me if you have any questions on the above.

Best regards,



Tina J. Arvin
Florida Registered Paralegal

✓
Florida Department of State

December 27, 2013

Page 2

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Enclosures

cc: Dawn Daugherty (w/ encl. via email dawn@priorityoneclearing.com)
Craig Gilman, CPA (w/ encl. via email cgilman@lbrllc.com)

J:\B\BRASWELL,JR\Priority One Clearing Services, Inc\Conversion to LLC\FL Sec. of State.1a.wpd
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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:

PRIORITY ONE CLEARING SERVICES, INC.
(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a CORPORATION
(Enter entity type. Example: corporation, limited partnership, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of FLORIDA
(Enter state, or if a non-U.S. entity, the name of the country)

on 06/30/2008
(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**:

PRIORITY ONE CLEARING SERVICES, L.L.C.
(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: 12/31/13
(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 27 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: DAWN DAUGHERTY Title: MANAGER

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: DAWN DAUGHERTY Title: PRESIDENT

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

SECRET
TALLAHASSEE, FLORIDA
13 DEC 20 11 21:12
711 1017

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)

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

PRIORITY ONE CLEARING SERVICES, L.L.C.

(Must end with the words "Limited Liability Company, the abbreviation "L.L.C.," or the designation "LLC.")

ARTICLE II - Address:

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

Principal Office Address:

1151 NE CLEVELAND STREET

CLEARWATER, FL 33755

Mailing Address:

1151 NE CLEVELAND STREET

CLEARWATER, FL 33755

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

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

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

DAWN DAUGHERTY

Name

1151 NE CLEVELAND STREET

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

CLEARWATER

FL 33755

City, State, and Zip

13 DEC 30 AM 2:12
STATE OF FLORIDA
TALLAHASSEE

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 (REQUIRED)

(CONTINUED)

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

The name and address of each Manager or Managing Member is as follows:

Title:

Name and Address:

"MGR" = Manager

"MGRM" = Managing Member

MGR

DAWN DAUGHERTY

1511 NE CLEVELAND STREET

CLEARWATER, FL 33755

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: 12/31/13
(OPTIONAL)

(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 Certificate of Conversion, if an effective date listed therein.)

REQUIRED SIGNATURE:



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. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

DAWN DAUGHERTY, Member

Typed or printed name of signee