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INC.

236 East 6th Avenue. Tallahassee, Florida 32303

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Certificate of Conversion For Florida Profit Corporation Into Florida Limited Liability Company

This Certificate of Conversion and attached Articles of Organization are submitted in accordance with ss. 607.1112 – 607.1115, Florida Statutes, to convert the following Florida Profit Corporation into an "Other Business Entity", a Florida Limited Liability Company.

- 1. The name of the Florida Profit Corporation immediately prior to the filing of this Certificate of Conversion is TaxPrep1, Inc.
- 2. The Florida Profit Corporation is a corporation organized, formed or incorporated under the laws of the State of Florida filed on **December 23**, 1996, with an Effective date of **December 19**, 1996.
- 3. The jurisdiction of the Florida Profit Corporation has not changed since its formation and this conversion hereby complies with the applicable laws governing the "Other Business Entity". This conversion was approved upon the written consent of all shareholders and directors of the Florida Profit Corporation and in accordance with ss. 607.1112 607.1114, Florida Statutes.
- 4. The name and principal address of the "Other Business Entity" as set forth in the attached Articles of Organization is **TaxPrep2**, LLC and the principal address is **2221 Lee Road**, **Suite 15**, **Winter Park**, FL **32789**. The "Other Business Entity" is being formed pursuant s. 605.1108, Florida Statutes, and shall be governed in accordance with the Florida Revised Limited Liability Company Act.
- 5. Management of the "Other Business Entity" is or will be vested in one or more managers pursuant to s. 605.0407, Florida Statutes.
- 6. The "Other Business Entity" has agreed to pay any shareholders having appraisal rights such amounts as they are entitled pursuant to ss. 607.1301 607.1333, Florida Statutes.
- 7. The federal employer identification number (FEI Number) of TaxPrep2, LLC shall be 59-3412135 thereby remaining the same as the Florida Profit Corporation.
- 8. This conversion shall be effective upon the date of filing this Certificate of Conversion and attached Articles of Organization with the Florida Department of State.

Signed this 18th day of June, 2014.

Signature authorized representative of Florida Profit Corporation:

TaxPrepl, Inc.

Name: A. William Forness, Jr.

Its: President and Sole Director

Signature on behalf of Other Business Entity:

TaxPrep2, LLC

By: Forness & Company, P.A. a Florida corporation, Its Manager,

By: Name: A. William Forness, Jr.

Its: President

Articles of Organization For Florida Limited Liability Company

Article I

The name of the Florida Limited Liability Company is TaxPrep2, LLC.

Article II

The mailing address and street address of the principal office of the Limited Liability Company is 2221 Lee Road, Suite 15, Winter Park, FL 32789.

Article III

The purpose for which this Limited Liability Company is organized is any and all lawful business.

Article IV

The Limited Liability Company is being formed under pursuant s, 605.1108, Florida Statutes, and shall be governed in accordance with the Florida Revised Limited Liability Company Act.

Article V

Management of the Limited Liability Company is or will be vested in one or more managers pursuant to s. 605.0407, Florida Statutes.

Article VI

The name of the Registered Agent is A. William Forness, Jr. and whose Florida street address is 2221 Lee Road, Suite 15, Winter Park, FL 32789.

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 605, Florida Statutes.

egistered Agent Signature

Article VI

The effective date for this Limited Liability Company shall be the date of filing these Articles of Organization with the Florida Department of State.

AS TO THE MANAGER:

Forness & Company, P.A., a Florida corporation,

William Forness, Jr., President