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MAR 05 2015
S. YOUNG

**ARTICLES OF CONVERSION FOR
AMERI MOTOR COACH RESORTS, INC.
INTO AMERI MOTORCOACH RESORTS, LLC**

This Articles of Conversion and attached Articles of Organization are submitted in compliance with §§605.1041 and 607.1112, Florida Statutes.

ARTICLE I – ENTITY PRIOR CONVERSION

The name of the organization prior to conversion is AMERI MOTOR COACH RESORTS, INC., a corporation (“Converting Organization”), which was formed under the laws of and is subject to the jurisdiction of Florida (Document # P13000071204).

ARTICLE II – ENTITY OF OTHER ORGANIZATION

The name of the Florida limited liability company is AMERI MOTORCOACH RESORTS, LLC (“Converted Organization”), as set forth in the attached Articles of Organization.

ARTICLE III – COMPLIANCE AND APPROVAL

The conversion of Converting Organization into the Converted Organization is in compliance with Chapters 605 and 607, Florida Statutes. The Plan of Conversion was approved by the Converting Organization in accordance with Chapter 607 and was approved by the Converted Organization in accordance with Chapter 605.

ARTICLE IV – EFFECTIVE DATE

The conversion shall be effective as of the date of filing of this Certificate of Conversion (“Effective Time”).

ARTICLE X – CONVERSION OF INTERESTS

At the Effective Time, each shareholder’s interest in the Converting Organization shall be converted into a membership interest in the Converted Organization in proportion to their shares of common stock in the Converting Organization such that one (1) share of the

**ARTICLES OF ORGANIZATION
OF
AMERI MOTORCOACH RESORTS, LLC**

The undersigned organizer, who is the authorized representative of the members of AMERI MOTORCOACH RESORTS, LLC (the "Company") under the Florida Revised Limited Liability Company Act, hereby adopts the following Articles of Organization.

ARTICLE I - NAME

The name of the Company is AMERI MOTORCOACH RESORTS, LLC.

ARTICLE II - DURATION

The period of duration of the Company shall be perpetual.

ARTICLE III - ADDRESSES

Principal Office and Mailing Address:

10161 CENTURION PKWY
SUITE 170
JACKSONVILLE, FL 32256

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and street address of the initial registered agent is Blackburn & Company, L.C., 5150 Belfort Rd. Bldg. 500, Jacksonville, FL 32256.

ARTICLE V - INITIAL MANAGER

The initial Manager of the Company shall be M. CURT GEISLER, PHD, whose address is 10161 CENTURION PKWY, SUITE 170, JACKSONVILLE, FL 32256.

ARTICLE VI - ADDITIONAL MEMBERS

The Members shall be entitled to admit additional Members upon the consent of the Company's Members. Following the consent of the Members, any prospective Member shall become a Member upon payment of his, her or its contribution to the capital of the Company and upon such prospective Member's agreement to comply with the Articles of Organization and Operating Agreement of the Company.

ARTICLE VII - MANAGEMENT

The management of the Company shall be vested in the Managers. The name and address of the initial Manager is set forth in Article V. above.

ARTICLE VIII - RETURN OF CAPITAL

No Member shall have the right to the return of his, her or its contribution to capital except as provided in the Company's Regulations or Operating Agreement.

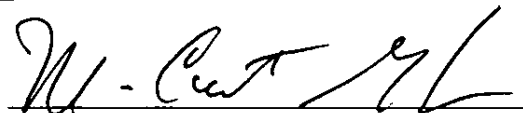
ARTICLE IX - AMENDMENT OF ARTICLES OF ORGANIZATION

These Articles of Organization may be amended by majority vote of the Members of the Company as provided in Chapter 605, Florida Statutes.

ARTICLE X - REGULATIONS / OPERATING AGREEMENT

The Regulations or Operating Agreement of this Company shall be approved, adopted and amended by the unanimous vote of the Members of the Company.

IN WITNESS WHEREOF, the undersigned organizer has executed the foregoing Articles of Organization as of the 2nd day of February, 2015.



M. CURT GEISLER,
Authorized Representative of the Members

FILED
15 FEB 10 AM 5:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF DESIGNATION
AS REGISTERED AGENT**

Having been named as registered agent and to accept service of process for AMERI MOTORCOACH RESORTS, LLC at the place designated in the Articles of Organization, DENNIS L. BLACKBURN, of BLACKBURN & COMPANY, L.C. hereby accepts the appointment as registered agent, agrees to act in this capacity, to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of his position as registered agent.

BLACKBURN & COMPANY, L.C.



Dennis L. Blackburn

Date: February 6, 2015

FILED
15 FEB 10 7 53 10
SECRETARY OF STATE
TOLSON, VA

**CERTIFICATE AND PLAN OF CONVERSION FOR
AMERI MOTOR COACH RESORTS, INC.
INTO AMERI MOTORCOACH RESORTS, LLC**

This Certificate and Plan of Conversion and attached Articles of Organization are submitted in compliance with §§605.1041 and 607.1112, Florida Statutes.

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Executed this 2nd day of February, 2015.

Shareholder:

THE DEVCON GROUP, LLC


By: M. CURT GEISLER, its Manager

Member of Converted Organization:

THE DEVCON GROUP, LLC


By: M. CURT GEISLER, its Manager

FILED
15 FEB 10 PM 5:10
NOTARY PUBLIC
M. CURT GEISLER

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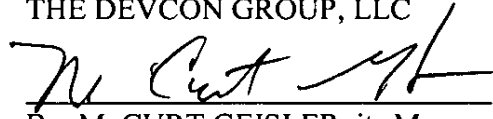
THE DEVCON GROUP, LLC



By: M. CURT GEISLER, its Manager

Member of Converted Organization:

THE DEVCON GROUP, LLC



By: M. CURT GEISLER, its Manager

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NOTARY PUBLIC
M. CURT GEISLER

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JACKSONVILLE, FL 32256

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JACKSONVILLE, FL

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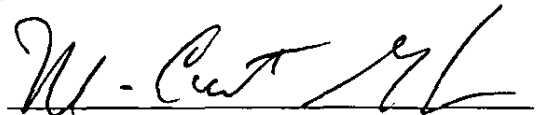
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M. CURT GEISLER,

Authorized Representative of the Members

FILED
15 FEB 10 9 5 16
CLERK OF DISTRICT COURT
JANUARY 2015

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AS REGISTERED AGENT**

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BLACKBURN & COMPANY, L.C.



Dennis L. Blackburn

Date: February 6, 2015

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15 FEB 10 PM 5:11
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