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(Requestor's Name)

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(City/State/Zip/Phone #)

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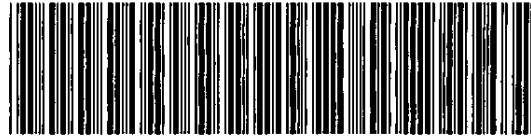
(Business Entity Name)

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TALLAHASSEE, FLORIDA



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July 6, 2016

PERSONAL AND CONFIDENTIAL

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

2016 JUL 12 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: IEI Management, Inc./Conversion to LLC

Dear Clerk:

Enclosed for filing are the following documents necessary to convert the above-referenced Corporation to a limited liability company:

1. Articles of Conversion; and
2. Articles of Organization.

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

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

Sincerely,

BROAD AND CASSEL

A handwritten signature in black ink that reads 'Anthony W. Justice'.

Anthony W. Justice
Paralegal

:awj
Enclosures

**CERTIFICATE OF CONVERSION FOR
IEI MANAGEMENT, INC.
TO
IEI MANAGEMENT, 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. IEI MANAGEMENT, INC. (the "Corporation") has been converted to IEI MANAGEMENT, 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 the sole shareholder and director of the Corporation and by the sole member 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 for the LLC is 2170 West State Road 434, Suite 400, Longwood, FL 32779, and the street address of the principal office of the LLC is 2170 West State Road 434, Suite 400, Longwood, FL 32779.

5. The name of the Corporation immediately prior to the filing of this Certificate of Conversion is IEI MANAGEMENT, INC., incorporated under the laws of the State of Florida June 22, 2009.

6. The name of the LLC, as set forth in the attached Articles of Organization is IEI MANAGEMENT, 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 ON FOLLOWING PAGE)

2016 JUL 12 PM 12:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

DATED this 30th day of June, 2016.

IEI MANAGEMENT

By: 
MICHAEL L. CLEMENTS, President

MEMBER:

MICHAEL L. CLEMENTS FAMILY TRUST dated
March 2, 2016

By: 
MICHAEL L. CLEMENTS, Trustee

4823-0380-9844, v. 1

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

IEI MANAGEMENT, LLC

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TALLAHASSEE, FLORIDA

The undersigned, acting as the organizer of IEI MANAGEMENT, LLC under the Florida Limited Liability Company Act, Chapter 605, Fla. Stat., adopts the following Articles of Organization:

ARTICLE I - Name:

The name of the limited liability company is IEI MANAGEMENT, LLC (the "Company").

ARTICLE II - Address:

The mailing address and street address of the principal office of the Company is 2170 West State Road 434, Suite 400, Longwood, FL 32779.

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 manager, and the name and address of the initial manager until the first annual meeting of members or until their successor(s) are elected and qualified are:

<u>Name</u>	<u>Address</u>
Michael L. Clements	2170 West State Road 434 Suite 400 Longwood, FL 32779

ARTICLE V - Admission of Additional Members:

The Company shall admit new Members only upon the unanimous written consent of all the then existing Members of the Company.

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 605, Fla. Stat.

ARTICLE VII - Initial Registered Agent and Office:

The initial registered agent for the Company shall be B & C CORPORATE SERVICES OF CENTRAL FLORIDA, INC., a Florida corporation, and the street address of the Company's initial registered office is 390 North Orange Avenue, Suite 1400, Orlando, FL 32801.

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 unanimous written approval of all Members of the Company.

ARTICLE IX - Indemnification:

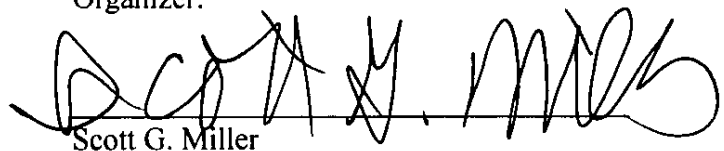
Each individual or entity who is or was a Manager or Member of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Manager or Member 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 member or officer existing at the time of such repeal or amendment.

ARTICLE X - Continuation of Business:

Unless dissolved in accordance with the Company's Operating Agreement, the remaining Members shall continue the business of the Company, which shall not be dissolved, upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member.

IN WITNESS WHEREOF, the undersigned Organizer has executed these Articles of Organization as of this 3rd day of June, 2016.

Organizer:


Scott G. Miller

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

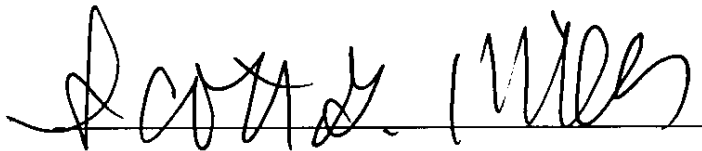
PURSUANT TO THE PROVISIONS OF SECTION 605, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is IEI MANAGEMENT, LLC
2. The name and address of the registered agent and office is:

B & C Corporate Services of Central Florida, Inc.
390 North Orange Avenue
Suite 1400
Orlando, FL 32801

Having been designated as the Registered Agent for IEI MANAGEMENT, LLC, the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited liability company, and states that it is familiar with and accepts its statutory obligations as such, including those obligations contained in Chapter 605, Florida Statutes.

B&C Corporate Services of Central Florida, Inc.



Dated this 30th day of June, 2016.

4831-5361-5924, v. 1

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TALLAHASSEE, FLORIDA