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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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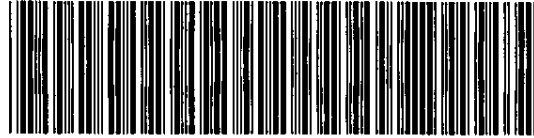
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

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ATTORNEYS AT LAW

Marshay P. Brown
Certified Paralegal

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August 29, 2016

VIA FEDEX

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

Re: B & G Educational Innovations, LLC

To Whom It May Concern:

Enclosed please find Certificate of Conversion of B & G Educational Innovations, LLC, a Maryland limited liability company into a Florida limited liability company together with Articles of Organization .

Enclosed please find a firm check in the amount of \$150.00 representing the filing fee.

If you should have any questions, please contact me at (904) 348-5941. Thank you for your assistance in this matter.

Sincerely,

A handwritten signature in cursive script that reads "Marshay P. Brown".

Marshay P. Brown

Enclosures

**CERTIFICATE OF CONVERSION
(FLORIDA)
OF
B & G EDUCATIONAL INNOVATIONS, LLC
a Maryland limited liability company
INTO
B & G EDUCATIONAL INNOVATIONS, LLC
a Florida limited liability company**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 605.1041 of the Florida Statutes, the undersigned converting entity files this Certificate of Conversion for the purpose of converting B & G EDUCATIONAL INNOVATIONS, LLC, a Maryland limited liability company, into B & G EDUCATIONAL INNOVATIONS, LLC, a Florida limited liability company.

1. B & G Educational Innovations, LLC has been converted into a Florida limited liability company (the "Conversion") in accordance with Chapter 605 of the Florida Statutes and such Conversion complies with the applicable laws governing limited liability companies in Florida.

2. B & G Educational Innovations, LLC, was originally formed under the laws of the State of Maryland on July 1, 2015.

3. The name of the Florida limited liability company arising from the Conversion is "B & G Educational Innovations, LLC" as set forth in the Articles of Organization attached hereto as Exhibit A.

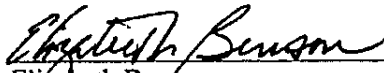
4. The principal place of business of B & G Educational Innovations, LLC is 7643 Gate Parkway, Suite 104 - 111, Jacksonville, Florida 32256.

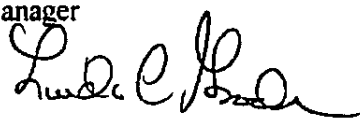
5. The Plan of Conversion governing the Conversion was approved by B & G Educational Innovations, LLC, as required by its governing documents by written consent of its Members in accordance with the provisions of Chapter 605 of Florida Statutes.

6. The effective date and time of the Conversion shall be upon filing of this Certificate with the Florida Secretary of State.

Dated: August 26, 2016

**B & G EDUCATIONAL
INNOVATIONS, LLC**

By: 
Elizabeth Benson
Manager

By: 
Linda Goodman
Manager

**ARTICLES OF ORGANIZATION
OF
B & G EDUCATIONAL INNOVATIONS, LLC**

These Articles of Organization are submitted for the purpose of forming a limited liability company pursuant to the Florida Revised Limited Liability Company Act, Chapter 605, Florida Statutes, as the same may from time to time be amended (the "Act").

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this limited liability company (the "Company") is **B & G EDUCATIONAL INNOVATIONS, LLC**.

ARTICLE II - ADDRESS

The address of the principal office and mailing address of this Company is 7643 Gate Parkway, Suite 104 - 111, Jacksonville, Florida 32256.

ARTICLE III - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Company is 7643 Gate Parkway, Suite 104 - 111, Jacksonville, Florida 32256, and the name of its initial registered agent at such address is Elizabeth Benson.

ARTICLE IV - MANAGEMENT OF THE COMPANY

The Company is to be managed by its two members and is, therefore, a member-managed company. The members may appoint and remove such officers and agents as it deems necessary and appropriate to act on behalf of the Company pursuant to the operating agreement of the Company. The following persons have been elected as initial officers of the Company to the offices set forth opposite their names below:

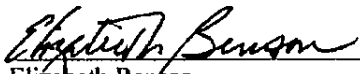
Elizabeth Benson	CEO / Manager
Linda Goodman	Manager

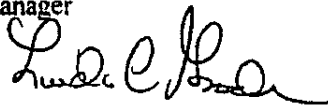
ARTICLE V - LIMITED LIABILITY

Except as otherwise expressly provided by the Act, no member, manager, officer, agent or employee of the Company shall be personally liable for the debts, obligations or liabilities of the Company, whether arising in contract, tort or otherwise, or for the acts or omissions of any other member, manager, officer, agent or employee of the Company.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 26 day of August, 2016. In accordance with Section 605.0205(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

B & G EDUCATIONAL INNOVATIONS, LLC

By: 
Elizabeth Benson
Manager

By: 
Linda Goodman
Manager

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SHERIFF'S OFFICE
TALLAHASSEE, FLORIDA

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

Pursuant to the provisions of Section 605.0113, Florida Statutes, the below named limited liability company, organized under the laws of the State of Florida, 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:

B & G EDUCATIONAL INNOVATIONS, LLC

2. The name and address of the registered agent and office are:

Elizabeth Benson
7643 Gate Parkway, Suite 104 – 111
Jacksonville, Florida 32256

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.

Dated: August 29, 2016

Signature of Registered Agent


Elizabeth Benson

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA