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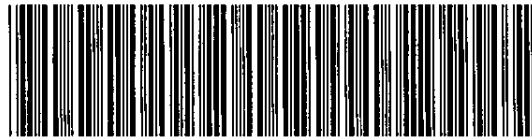
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Jonathan Alper, Esq.

Gideon Alper, Esq.

Jackie Royal, Paralegal

October 14, 2016

Registration Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: Two Poor Teachers, Inc. (Certificate of Conversion)
Two Poor Teachers, LLC (Articles of Organization)


To Whom It May Concern:

Enclosed are the following:

1. Certificate of Conversion (Two Poor Teachers, Inc., a Virginia corporation, to Two Poor Teachers, LLC;
2. Articles of Organization (Two Poor Teachers, LLC);
3. Check #6057 i/a/o \$150 (\$25 for Certificate of Conversion and \$125 for Articles of Organization).
4. A Certificate of Good Standing for the corporation dated September 27, 2016.

Please return all correspondence in this matter to Alper Law, PLLC, 274 Kipling Court, Heathrow, FL 32746 (US Mail) or to jroyal@alperlaw.com (e-mail).

Sincerely,


Jackie Royal, Paralegal
jroyal@alperlaw.com

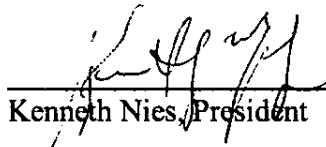
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**ARTICLES OF CONVERSION
FOR
TWO POOR TEACHERS, INC.
INTO
TWO POOR TEACHERS, LLC**


This Articles of Conversion and attached Articles of Organization are submitted to convert Two Poor Teachers, Inc. into a Florida limited liability company in accordance with §605.1045, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is Two Poor Teachers, Inc.
2. The "Other Business Entity" is a corporation first organized, formed, or incorporated under the laws of Virginia on December 5, 2000 (SCC ID: 05500178).
3. The name of the Florida limited liability company as forth in the attached Articles of Organization is Two Poor Teachers, LLC.
4. The conversion is effective on the date of filing.
5. The plan of conversion has been approved in accordance with applicable statutes.

Signed this 28 day of September, 2016.



Kenneth Nies, President



Svetlana Finkelshtyen, Manager



Jeremiah Klein, Manager

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JANUARY 11, 2017
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
FOR FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - NAME

The name of the Limited Liability Company is **Two Poor Teachers, LLC.**

ARTICLE II - ADDRESS

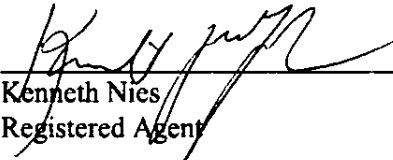
The mailing address of the principal office of the Limited Liability Company is 12332 Quiet Hollow Court, Fairfax, Virginia 22003 and the street address is 12332 Quiet Hollow Court, Fairfax, Virginia 22003.

ARTICLE III - REGISTERED AGENT

The name and Florida street address of the limited liability company's registered agent is:

Kenneth Nies
3416 SW 7th Terrace
Cape Coral, FL 33991

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 do 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.


Kenneth Nies
Registered Agent

ARTICLE IV - MANAGEMENT

The name and address of each person authorized to manage and control the Limited Liability Company is:

Svetlana Finkelshyten and Jeremiah Klein, acting jointly

ARTICLE V - EFFECTIVE DATE

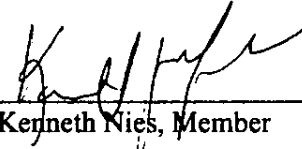
The effective date of these Articles of Organization shall be upon filing.

In accordance with §605.0203(1)(b), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am

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aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided in §817.155, Florida Statutes.



Kenneth Nies, Member

Date: September 28, 2016

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