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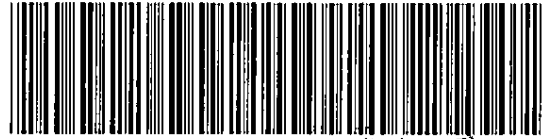
(Business Entity Name)

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CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I200000000195

REFERENCE : 844023 7578406

AUTHORIZATION :

COST LIMIT : \$ 150.00

ORDER DATE : October 2, 2017

ORDER TIME : 3:38 PM

ORDER NO. : 844023-005

CUSTOMER NO: 7578406

DOMESTIC AMENDMENT FILING

NAME: TIERRA CONSULTING GROUP, LLC

EFFECTIVE DATE:

XXX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XXX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Roxanne Turner -- EXT# 62969

EXAMINER'S INITIALS: \_\_\_\_\_

**CERTIFICATE AND PLAN OF CONVERSION  
FOR  
TIERRA CONSULTING GROUP, INC.  
INTO  
TIERRA CONSULTING GROUP, LLC**

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RECEIVED  
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This Certificate and Plan of Conversion and attached Articles of Organization are submitted to convert **TIERRA CONSULTING GROUP, INC.**, a Florida corporation (the "Corporation"), into **TIERRA CONSULTING GROUP, LLC**, a Florida limited liability company (the "LLC"), in accordance with Sections 607.1112 and 605.0201, Florida Statutes.

1. **TIERRA CONSULTING GROUP, INC.**, a Florida corporation, was formed effective as of January 27, 2000.
2. The name of the Florida limited liability company is **TIERRA CONSULTING GROUP, LLC**, and it will be the resulting entity which will be governed by the laws of the State of Florida.
3. This Certificate and Plan of Conversion has been approved in accordance with all applicable statutes and shall be effective as of the date of filing this Certificate and Plan of Conversion with the Florida Department of State, Division of Corporations.
4. Pursuant to the conversion transaction, the shares of issued and outstanding stock of the Corporation ("Shares") shall be converted into membership interests ("Member Interests") in the LLC, as follows:

The Shares held by each shareholder of the Corporation immediately prior to the conversion transaction, when expressed as a percentage of the then total issued and outstanding Shares, shall be converted into the same percentage of Member Interests in the LLC such that the percentage of stock ownership in the Corporation held by each shareholder immediately prior to the conversion transaction will equal the same percentage of Member Interests in the LLC held by that (former) shareholder (and now a member of the LLC) immediately after the conversion transaction.

5. The Articles of Organization of the LLC, its charter documents, are as set forth in Exhibit A attached hereto.

The undersigned have executed this Certificate and Plan of Conversion this 29<sup>th</sup> day of September, 2017.

**TIERRA CONSULTING GROUP, INC.**  
Converting Entity

By: Scott Zednek  
**SCOTT ZEDNEK, President**

**TIERRA CONSULTING GROUP, LLC**  
Resulting Entity

By: Scott Zednek  
**SCOTT ZEDNEK, President**

**EXHIBIT A**

**ARTICLES OF ORGANIZATION**  
**OF**  
**TIERRA CONSULTING GROUP, LLC**  
(a Florida limited liability company)

211 630  
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MA  
OFFICE OF THE CLERK  
OF THE DISTRICT COURT  
OF THE 11TH JUDICIAL CIRCUIT  
IN AND FOR THE COUNTY OF DALLAS  
TEXAS

**ARTICLES OF ORGANIZATION  
OF  
TIERRA CONSULTING GROUP, LLC**  
(a Florida limited liability company)

The undersigned, in forming a Florida limited liability company under the Florida Revised Limited Liability Company Act, Chapter 605 of the Florida Statutes, hereby adopts the following Articles of Organization:

**ARTICLE I. NAME**

The name of the limited liability company is **TIERRA CONSULTING GROUP, LLC** (hereinafter, the "Company").

**ARTICLE II. MAILING AND PRINCIPAL ADDRESS**

The mailing address and street address of the principal office of the Company is 5815 North Andrews Way, Suite B, Fort Lauderdale, Florida 33309.

**ARTICLE III. AUTHORIZED PERSONS**

The name and street address of the person authorized to manage and control the Company is **SCOTT ZEDNEK**, Manager, 5815 North Andrews Way, Suite B, Fort Lauderdale, Florida 33309.

**ARTICLE IV. REGISTERED AGENT AND REGISTERED OFFICE**

The name and street address of the Company's registered agent are **GEORGE ZEDNEK, ESQ.**, 5815 North Andrews Way, Suite B, Fort Lauderdale, Florida 33309.


The undersigned Member has executed these Articles of Organization this 29<sup>th</sup> day of September, 2017.

  
\_\_\_\_\_  
**SCOTT ZEDNEK**, Member

17 OCT -2 AM 10:10  
OFFICE OF THE CLERK  
STATE OF FLORIDA

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

Having been named as registered agent and to accept service of process for **TIERRA CONSULTING GROUP, LLC** at the place designated in Article III of the Articles of Organization, **GEORGE ZEDNEK, ESQ.** hereby accepts the appointment as registered agent, agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relating to the proper and complete performance of such duties. **GEORGE ZEDNEK, ESQ.** is familiar with and accepts the obligations of the position as registered agent as provided for in Chapter 605, Florida Statutes.

  
\_\_\_\_\_  
**GEORGE ZEDNEK, ESQ.**

Date: September 29, 2017

17 OCT -2 AM 10:10  
STATE  
OF FLORIDA

**WRITTEN CONSENT OF THE SOLE MANAGING MEMBER OF  
TIERRA CONSULTING GROUP, LLC**

The undersigned, being the sole managing Member of **TIERRA CONSULTING GROUP, LLC**, a Florida limited liability company (the "Company"), hereby takes and adopts the following actions in writing pursuant to Section 605.1043, Florida Statutes:

**WHEREAS**, the Company will be the successor in interest to **TIERRA CONSULTING GROUP, INC.**, a Florida corporation, which shall be converted into the Company ("Conversion Transaction") pursuant to Sections 607.1112, Florida Statutes, and in accordance with the Certificate and Plan of Conversion (the "Certificate of Conversion") in the form attached hereto effective upon the filing of the Certificate of Conversion with the Florida Department of State; and

**WHEREAS**, the Company shall be managed and controlled by its sole Member, **SCOTT ZEDNEK** (the "Managing Member"); and

**WHEREAS**, in connection with the Conversion Transaction, the Company is desirous of timely filing with the Internal Revenue Service an Entity Classification Election (IRS Form 8832) electing to be treated and classified as an association taxable as an S corporation as defined in Section 1361 of the Internal Revenue Code of 1986, as amended, effective as of the date of the Conversion Transaction.

**NOW, THEREFORE, BE IT**

**RESOLVED**, that **SCOTT ZEDNEK**, as the Managing Member of the Company, is hereby authorized and directed to execute the Certificate of Conversion and the Entity Classification Election (IRS Form 8832), in the forms attached hereto, and to cause the same to be filed with the Florida Department of State and the Internal Revenue Service effective as of October 2, 2017; and be it

**FURTHER RESOLVED**, that **SCOTT ZEDNEK**, as the Managing Member of the Company, is hereby authorized and directed to execute any other documents, in the name and on behalf of the Company, or to take such additional action, and to pay all such expenses, which in his judgment shall be deemed necessary, proper or advisable in order to fully carry out the intent and to effectuate the purposes of these resolutions.

**FURTHER RESOLVED**, that all legal actions taken by and agreements entered into by the Managing Member of the Company on behalf of the Company from the date of its formation to the present date are hereby ratified and confirmed in all respects.

The undersigned, being the Managing Member of the Company, has executed this Written Consent as of this 29<sup>th</sup> day of September, 2017.

  
**SCOTT ZEDNEK**, Managing Member

17 OCT -2 AM 10:10  
STATE OF FLORIDA  
CLERK OF THE COURT

**JOINT WRITTEN CONSENT OF THE SOLE  
SHAREHOLDER AND THE SOLE DIRECTOR  
of  
TIERRA CONSULTING GROUP, INC.**

The undersigned, being the sole Shareholder and the sole Director of **TIERRA CONSULTING GROUP, INC.**, a Florida corporation (the "Corporation"), do hereby consent and subscribe to the following acts and resolutions in accordance with Sections 607.1112, Florida Statutes:

**WHEREAS**, for general business purposes, the Corporation desires to convert into a new Florida limited liability company, **TIERRA CONSULTING GROUP, LLC** (the "LLC"), pursuant to Sections 607.1112, Florida Statutes, and in accordance with the Certificate and Plan of Conversion (the "Certificate of Conversion") in the form attached hereto (the "Conversion Transaction") effective upon the filing of the Certificate of Conversion with the Florida Department of State (the "Conversion Date"); and

**WHEREAS**, the LLC will cause to be timely filed with the Internal Revenue Service an Entity Classification Election (IRS Form 8832) electing to be taxed as an S corporation as defined in Section 1361 of the Internal Revenue Code of 1986, as amended, effective as of the Conversion Date; and

**WHEREAS**, it is intended that this Conversion Transaction qualify as a reorganization under Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

**NOW, THEREFORE, BE IT**

**RESOLVED**, that the Certificate of Conversion, in the form attached hereto, is hereby ratified, confirmed and approved by all of the Shareholders and Directors of the Corporation; and be it

**FURTHER RESOLVED**, that pursuant to the Conversion Transaction the shares of issued and outstanding stock of the Corporation (the "Shares") shall be converted into membership interests (the "Member Interests") in the LLC, as follows:

The Shares held by the Shareholders of the Corporation immediately prior to the Conversion Transaction, when expressed as a percentage of the then total issued and outstanding Shares, shall be converted into the same percentage of Member Interests in the LLC such that the percentage of stock ownership in the Corporation held by the Shareholders immediately prior to the Conversion Transaction will equal the same percentage of Member Interests in the LLC held by those (former) Shareholders (and now Members of the LLC) immediately after the Conversion Transaction ("Plan of Conversion").

; and be it

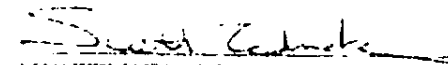
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**FURTHER RESOLVED**, that **SCOTT ZEDNEK**, as President, is hereby authorized, empowered and directed to execute the Certificate of Conversion in the form attached hereto and to cause said Certificate of Conversion to be filed with the Florida Department of State in compliance with the applicable laws of the State of Florida; and be it

**FURTHER RESOLVED**, that the appropriate Officers of the Corporation are hereby authorized and directed to execute any other documents, in the name and on behalf of the Corporation and the LLC, or to take such additional action, and to pay all such expenses, which in their judgment shall be deemed necessary, proper or advisable in order to fully carry out the intent and to effectuate the purposes of these resolutions.

The undersigned, being the sole Shareholder and the sole Director of the Corporation, have executed this Written Consent as of this 29<sup>th</sup> day of September, 2017.

  
SCOTT ZEDNEK, Shareholder

  
ROBERT VINSON, Director

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STATE OF FLORIDA  
TALLAHASSEE