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November 17, 2020

**PERSONAL AND CONFIDENTIAL**

New Filing Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

Re: NTD Incorporated

Dear Sir/Madam:

I hope this letter finds you well. Enclosed please find the firm's check for \$150.00 to file the enclosed form for Articles of Conversion of NTD Incorporated.

I am also enclosing an additional copy of this letter and ask that your office acknowledge receipt of this letter by appropriately stamping the enclosed copy and returning it to me in the self-addressed stamped envelope provided herein.

Should you have any questions, please do not hesitate to contact our office.

Sincerely,

NELSON MULLINS BROAD AND CASSEL

Regina Rabitaille, Esq.  
Partner

RR/cp  
Enclosures

NOV 17 2020 11:12:27

**ARTICLES OF CONVERSION  
FOR  
"OTHER BUSINESS ENTITY"  
INTO  
FLORIDA LIMITED LIABILITY COMPANY**

These Articles of Conversion and attached Articles of Organization are submitted to convert the following "Other Business Entity" into a "Florida Limited Liability Company" in accordance with Section 605.1045, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of these Articles of Conversion is NTD INCORPORATED.

2. The "Other Business Entity" is a corporation first organized and formed under the laws of the State of Florida on January 31, 1996 and was assigned Document Number P96000009885.

3. The name and address of the "Florida Limited Liability Company" as set forth in the attached Articles of Organization is NTD, LLC, 460 E. Palmetto Park Road, Boca Raton, Florida 33432, and shall be a limited liability company organized and formed under the laws of the State of Florida.

4. The conversion shall be effective on the date of filing.

5. The conversion is permitted by the applicable law(s) governing the "Other Business Entity", and the conversion complies with such law(s) and the requirements of the applicable sections in Chapter 605 of the Florida Statutes in effecting the conversion.

6. The plan of conversion and this conversion were approved as required by Chapter 607 and Chapter 605 of the Florida Statutes. The written consent of the sole shareholder of the "Other Business Entity" who, as a result of the conversion, becomes the sole member of the "Florida Limited Liability Company", and the directors of the "Other Business Entity" have consented to the plan of conversion and this conversion pursuant to a Joint Written Consent of the Sole Shareholder and Directors of the "Other Business Entity".

7. The "Other Business Entity" currently exists on the official records of the State of Florida, under which it is currently incorporated.

8. The "Other Business Entity" has agreed to pay any members having appraisal rights the amount which such members are entitled under the applicable sections of Chapter 605 of the Florida Statutes, as applicable.

*Signature Page to Follow*

2017-08-27 12:27

The individuals signing below affirm that the facts stated in this document are true.  
Signed as of the \_\_\_\_\_ day of \_\_\_\_\_, 2020.

OTHER BUSINESS ENTITY:

NTD INCORPORATED

By:   
THANG T. NGUYEN, President

FLORIDA LIMITED LIABILITY COMPANY

NTD, LLC

By:   
THANG T. NGUYEN, Authorized Representative

FILED  
JAN 12 2021  
CLERK OF COURT  
JAN 12 2021

**ARTICLES OF ORGANIZATION  
OF  
NTD, LLC**

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Organization for the purpose of creating a limited liability company under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of this limited liability company shall be NTD, LLC (the "Company").

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the Company shall be 460 E. Palmetto Park Road, Boca Raton, Florida 33432, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

**ARTICLE III - REGISTERED AGENT**

The initial registered office of the Company is 460 E. Palmetto Park Road, Boca Raton, Florida 33432. The initial registered agent at that address is THIANG T. NGUYEN.

**ARTICLE IV - MANAGEMENT**


The Company shall be manager-managed. The names and addresses of the initial managers of the Company are:

<u>Name</u>	<u>Address</u>
Thang T. Nguyen	22175 Cressmont Place Boca Raton, Florida 33428
Thuy T. Nguyen	22175 Cressmont Place Boca Raton, Florida 33428

**ARTICLE V - DURATION**

This limited liability company shall commence its existence as of the effective date of the conversion of NTD INCORPORATED, a Florida corporation, into the Company, and shall exist perpetually thereafter unless sooner dissolved.

**IN WITNESS WHEREOF**, the undersigned authorized representative has executed these Articles of Organization the 11 day of Nov., 2020.

  
\_\_\_\_\_  
THIANG T. NGUYEN, Authorized Representative

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

Pursuant to the provisions of section 608.415, Florida Statutes, the limited liability company referenced below submits the following statement in designating the registered office/registered agent, in the State of Florida.

FIRST -- The name of the limited liability company is NTD, LLC.

SECOND -- The name and address of the registered agent and office is:

THANG T. NGUYEN  
460 E. Palmetto Park Road  
Boca Raton, Florida 33432

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 as of the 11 day of Nov., 2020.

  
\_\_\_\_\_  
THANG T. NGUYEN

2020-11-13 11:12:27