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| (Request | or's Name) |
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| (Address |) |
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| PICK-UP | WAIT MAIL |
| (Busines | s Entity Name) |
| (Document Number) | |
| Certified Copies | Certificates of Status |
| Special Instructions to Filing | Officer: |
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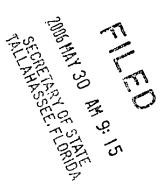


2006 HAY 30 AM 9: 15
SECRETARY OF STATE
TALLAHASSEF FIRE

| CORPDIRECT AGE 515 EAST PARKAV TALLAHASSEE, FL 222-1173 | ENUE | merly CCRS) | |
|--|----------------|---|---|
| FILING COVER ACCT. #FCA-14 | SHEET | | |
| CONTACT: | <u>CINDY</u> | | TALLAHASSEE, FLORIE |
| DATE: | <u>5-30-06</u> | | SSEE TO |
| REF.#: | 000380.5265 | <u>6</u> | 7. S. J. J. J. S. J. J. J. S. J. J. J. J. S. J. |
| CORP. NAME: | SAGAMOR | E HOLDINGS, INC. | <u>ā</u> n' |
| | | | |
| () ARTICLES OF INCO | ORPORATION | | |
| () ANNUAL REPORT | /A | () TRADEMARK/SERVICE MARK | |
| () FOREIGN QUALIFI | ICATION | () LIMITED PARTNERSHIP | () LIMITED LIABILITY |
| () REINSTATEMENT() CERTIFICATE OF (| CANCELL ATION | () MERGER | () WITHDRAWAL |
| (xx) OTHER: | | ATE OF CONVERSION | |
| | | TH CHECK# <u>5/7291</u> CCOUNT IF TO BE DEBITE | |
| | | COST LI | MIT: \$ |
| PLEASE RETUI | RN: | | |
| | | () CERTIFICATE OF GOOD STAN | DING () PLAIN STAMPED COPY |
| () CERTIFICATE O | r SIAIUS | | |

Examiner's Initials

Certificate of Conversion For Florida Profit Corporation Into "Other Business Entity"



This Certificate of Conversion is submitted to convert the following Florida Profit Corporation into an "Other Business Entity" in accordance with s. 607.1113, Florida Statutes.

1. The name of the Florida Profit Corporation converting into the "Other Business Entity" is:

Sagamore Holdings, Inc.

(Enter Name of Florida Profit Corporation)

2. The name of the "Other Business Entity" is:

Nexus Nano Electronics, Inc.

(Enter Name of "Other Business Entity")

3. The "Other Business Entity" is a COPPORATION

(Enter entity type. Example: limited liability company, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

organized, formed or incorporated under the laws of Nevada
(Enter state, or if a non-U.S. entity, the name of the country)

- 4. The above referenced Florida Profit Corporation has converted into an "Other Business Entity" in compliance with Chapter 607, F.S., and the conversion complies with the applicable laws governing the "Other Business Entity."
- 5. The plan of conversion was approved by the converting Florida Profit Corporation in accordance with Chapter 607, F.S.
- 6. If applicable, the written consent of each shareholder who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to s. 607.1112(6), F.S.
- 7. This conversion was effective under the laws governing the "Other Business Entity"

on: May 19, 2006

| 8. This conversion shall be effective in Florida on: May 19, 2006 (The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filled by the Florida Department of State; AND 2) must be the same as the effective date of the conversion under the laws governing the "Other Business Entity.") | | | |
|---|--|--|--|
| 9. The "Other Busine | ss Entity's" principal office address, if any: | | |
| 402 Prospect | Street, Brandon, VT 05733 | | |
| | iness Entity" is an out-of-state entity not registered to transact e "Other Business Entity": | | |
| a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida profit corporation, including any appraisal rights of shareholders of the converting Florida profit corporation under ss. 607.1301-607.1333, Florida Statutes. b.) Lists the following street and mailing address of an office, which the Florida Department of State may use for purposes of s. 607.1114(4), Florida Statutes. | | | |
| Street Address: | c/o CorpDirect Agents, Inc. | | |
| | 515 E. Park Ave., Tallahassee, FL 32301 | | |
| Mailing Address: | P O Box 38413 | | |
| | Tallahassee, FL 32315 | | |
| 11. The "Other Business Entity" has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under ss.607-1301-607.1333, F.S. | | | |
| Signed this | day of May 20 06 | | |
| Signature: | | | |
| (Must be signed by a Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.) | | | |
| Printed Name: Timothy J. Connolly Title: CEO & Director | | | |
| Fees: Filing Fee: Certified Copy Certificate of S | \$35.00 r: \$8.75 (Optional) | | |