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(Requestor's Name)

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(Business Entity Name)

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EXAMINER



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07/14/11--01001--014 **35.00

07/14/11--01001--015 **8.75

CORAPCONV

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 JUL 12 AM 8:00



CT

a Wolters Kluwer business

CT
1203 Governors Square Blvd.
Suite 101
Tallahassee, FL 32301-2960

850 222 1092 tel
850 222 7615 fax
www.ctlegalsolutions.com

July 11, 2011

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
11 JUL 12 AM 8:00

Re: Order #: 8192963 SO
Customer Reference 1: None Given
Customer Reference 2: None Given

Dear Department of State, Florida:

Please obtain the following:

Peach Holdings, Inc. (FL)
Conversion
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Freddy Morales
Corporate Operations Mgr.
freddy.morales@wolterskluwer.com

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 JUL 12 AM 8:00

CERTIFICATE OF CONVERSION
of
PEACH HOLDINGS, INC.
into a
DELAWARE LIMITED LIABILITY COMPANY

The undersigned duly authorized signor, on behalf of Peach Holdings, Inc., a Florida corporation, hereby submits this Certificate of Conversion and attached Certificate of Formation to convert Peach Holdings, Inc. into a Delaware Limited Liability Company in accordance with Sections 607.1112 of the Florida Business Corporation Act and Sections 18-204 and 18-214 of the Delaware Limited Liability Company Act.

1. The above referenced Florida Profit Corporation has converted into an "Other Business Entity" in compliance with Chapter 607 of the Florida Business Corporation Act and the conversion complies with Section 18-214 of the Delaware Limited Liability Company Act, the applicable laws governing the "Other Business Entity."
2. A plan of conversion to convert Peach Holdings, Inc. into a Delaware limited liability company has been approved by Peach Holdings, Inc. in accordance with Chapter 607 of the Florida Business Corporation Act.
3. The name of the company immediately prior to the filing of this Certificate of Conversion is: Peach Holdings, Inc.
4. Peach Holdings, Inc. is a corporation first incorporated under the laws of the state of Florida on February 27, 2006. The jurisdiction of the company immediately prior to filing this Certificate of Conversion is the State of Florida.
5. The name of the Delaware limited liability company as set forth in the attached Certificate of Formation: PeachHI LLC.
6. This Certificate of Conversion shall be effective at 8:00 a.m. on July 12, 2011.
7. The principal office of the company is 3301 Quantum Boulevard, 2nd Floor, Boynton Beach, Florida, 33426.
8. PeachHI LLC appoints the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce PeachHI LLC's obligations, including any appraisal rights of shareholders of PeachHI LLC, and designates PeachHI LLC's principal office as set forth in paragraph 7 above as an office which the Department of State may use for purposes of Section 607.1114(4) of the Florida Business Corporation Act.

9. PeachHI LLC has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under the Florida Business Corporation Act.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Conversion on behalf of Peach Holdings, Inc., as of this 6th day of July, 2011.

By: 

Name: James D. Terlizzi

Title: Chief Executive Officer

CERTIFICATE OF FORMATION

OF

PeachHI LLC

THIS CERTIFICATE OF FORMATION, dated as of July 6, 2011, of PeachHI LLC is being duly executed and filed by James D. Terlizzi, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (Del. Code Ann. Tit. 6, § 18-201).


FIRST. The name of the limited liability company formed hereby is PeachHI LLC.

SECOND. The address of the registered office of PeachHI LLC in the State of Delaware is 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle, Delaware 19808. The name of its registered agent for service of process on PeachHI LLC in the State of Delaware at such address is Corporation Service Company.

THIRD. This Certificate of Formation shall be effective at 8:00 a.m. on July 12, 2011.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the undersigned has executed and filed this
Certificate of Formation as of the date first above written.

By: 
Name: James D. Terlizzi
Title: Authorized Person