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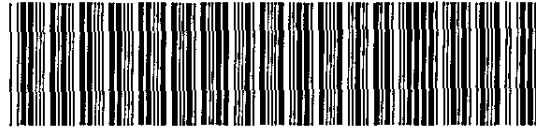
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J. BRYAN MAR 1 U 2006

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: THE CLERMONT GROUP, INC.
(Name of Resulting Florida Profit Corporation)

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.1115, F.S.

Please return all correspondence concerning this matter to:

Nery C. Toledo, Legal Assistant
(Contact Person)

Akerman Senterfitt
(Firm/Company)

One S.E. Third Avenue, 28th Floor
(Address)

Miami, FL 33131
(City, State and Zip Code)

For further information concerning this matter, please call:

Nery C. Toledo at (305) 374-5600, Ext. 45583
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$105.00 Filing Fees ☐ \$113.75 Filing Fees and Certificate of Status ☐ \$113.75 Filing Fees and Certified Copy ☒ \$122.50 Filing Fees, Certified Copy, and Certificate of Status

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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CERTIFICATE OF CONVERSION

In accordance with Sections 607.1115 and 608.4403, Florida Statutes, the undersigned Florida limited liability company hereby submits the attached articles of incorporation and this certificate of conversion to convert to a Florida corporation pursuant to Sections 607.1115 and 608.4401, Florida Statutes:


1. The name of the "Other Business Entity" immediately prior to filing this Certificate of Conversion: **CLERMONT PUBLISHING GROUP, LLC.** # **L04000035593**
2. The "Other Business Entity" is a limited liability company organized under the laws of Florida on May 10, 2004.
3. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation is: **THE CLERMONT GROUP, INC.**
4. A plan of conversion was approved by the converting limited liability company, Clermont Publishing Group, LLC, in accordance with Section 608.4402, Florida Statutes.
5. The conversion of Clermont Publishing Group, LLC into The Clermont Group, Inc. (a) shall be effective upon the filing of this Certificate of Conversion with the Florida Department of State, and (b) complies with Chapters 607 and 608, Florida Statutes.
6. The principal office and mailing address of the Florida Profit Corporation "surviving" the conversion is:

The Clermont Group, Inc.
4040 NE Second Avenue
Suite 312
Miami, Florida 33137

7. Clermont Publishing Group, LLC has agreed to pay any members having appraisal rights the amount to which such members are entitled under Sections 608.4351-608.43595, Florida Statutes.

In accordance with Section 608.408(3), Florida Statutes, the undersigned hereby affirms under penalties of perjury that the facts stated herein are true.

CLERMONT PUBLISHING GROUP, LLC

By 
Name: Ralph Clermont
Title: Manager

Date: February 22, 2006

FILING FEES:

\$35.00 Filing Fee for Florida Articles of Incorporation
\$ 70.00 Filing Fee for Certificate of Conversion
\$ 8.75 Certified Copy (optional)
\$ 8.75 Certificate of Status (optional)

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**ARTICLES OF INCORPORATION
OF
THE CLERMONT GROUP, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is The Clermont Group, Inc. (hereinafter called the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is:

4040 NE Second Avenue
Suite 312
Miami, Florida 33137

**ARTICLE III
CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to issue is Fifty Million (50,000,000) shares, \$.01 par value per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

**ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office is: One SE Third Avenue, 28th Floor, Miami, FL 33131. The name of the Corporation's initial registered agent at that office is: American Information Services, Inc.

**ARTICLE V
INCORPORATOR**

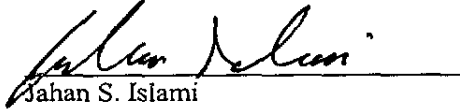
The name and street address of the incorporator of the Corporation is: Jahan S. Islami, One Southeast Third Avenue, 28th Floor, Miami, Florida 33131.

**ARTICLE VI
INDEMNIFICATION**

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

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28th IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this day of February, 2006.


Jahan S. Islami
Incorporator


**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of THE CLERMONT GROUP, INC., a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and the undersigned is familiar with and accepts the obligations of his position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 28th day of February, 2006.

AMERICAN INFORMATION SERVICES, INC.
as registered agent


Nery C. Toledo, Assistant Secretary

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