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(Requestor's Name)

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(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

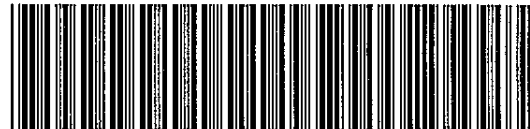
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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TALLAHASSEE, FLORIDA

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Connie M. Lambert  
Senior Paralegal

connie@carterandthomas.com

March 22, 2006

**VIA FEDERAL EXPRESS**

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

Re: Conversion of Winkler Group, LLC to Winkler Group Development Corp.

Ladies and Gentlemen:

With regard to the above-referenced conversation, enclosed are the following:

1. Certificate of Conversion for Other Business Entity into Florida profit corporation.
2. Articles of Incorporation of Winkler Group Development Corp.
3. Our firm check in the amount of \$105.00 to cover your filing fee.

Thank you for your attention to this matter. Should you have any questions, please do not hesitate to contact me.

Sincerely,

A handwritten signature in cursive script that reads "Connie M. Lambert".

Connie M. Lambert  
Enclosures

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TALLAHASSEE, FLORIDA

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

This Certificate of Conversion and attached Articles of Incorporation are submitted to convert the following **"Other Business Entity"** into a **Florida Profit Corporation** in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

WINKLER GROUP, LLC

2. The "Other Business Entity" is a **limited liability company** first organized, formed or incorporated under the laws of the **State of Florida** on **June 17, 2004**, under document number **L04000045813**.

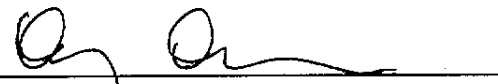
3. The jurisdiction of the "Other Business Entity" **has not** changed; the entity was and is now organized, formed or incorporated in the **State of Florida**.

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation**:

**WINKLER GROUP DEVELOPMENT CORP.**

5. This Certificate of Conversion shall be effective **upon filing with the Florida Department of State and shall be the same as the effective date listed in the attached Articles of Incorporation (which is upon filing with the Florida Department of State).**

Signed this 23<sup>rd</sup> day of March, 2006.

Signature:   
HENRY THOMAS  
Manager/Member

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION**  
**of**  
**WINKLER GROUP DEVELOPMENT CORP.**

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

**ARTICLE I.**

The name of the corporation is **WINKLER GROUP DEVELOPMENT CORP.**

**ARTICLE II.**

The Corporation is to commence its corporate existence on the date of filing of these Articles with the Florida Department of State and shall exist perpetually thereafter until dissolved according to law.

**ARTICLE III.**

The Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV.**

The Corporation is authorized to issue 1,000 shares of stock at One Cent (\$0.01) par value. Each outstanding share shall be entitled to one vote on each matter submitted to vote at a meeting of the Shareholders.

The shares of stock may be issued for such consideration having a value not less than par value of the share issued therefor as is determined from time to time by the Board of Directors to be paid in whole or in part, in cash or other property, tangible or intangible, or in labor or services performed for the Corporation. Shares may be issued in exchange for written promises to perform services in the future. If shares are issued without full consideration being paid prior to issuance, notice shall be given to all Stockholders ten (10) days prior to such issuance.

**ARTICLE V.**

The principal address of the Corporation shall be: **21502 Sweetwater Lane South, Boca Raton, FL 33428.**

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TALLAHASSEE, FLORIDA

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## ARTICLE VI.

All corporate powers shall be executed by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors.

The Corporation shall have one (1) Director initially. The number of Directors may thereafter be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

The name and street address of the initial director who shall hold office until his successor shall be chosen at the first meeting of the Stockholders who have qualified shall be:

**HENRY THOMAS**  
**21502 Sweetwater Lane South**  
**Boca Raton, FL 33428**

## ARTICLE VII.

The Corporation may indemnify any present or former Officer or Director or person exercising powers and duties of a Director to the full extent now or hereafter permitted by law.

## ARTICLE VIII.

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholders, but the Board of Directors may not alter, amend or repeal any Bylaw adopted by the Shareholders if the Shareholders provide that the Bylaw shall not be altered, amended or repealed by the Board of Directors.

## ARTICLE IX.

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the Corporation outstanding at any regular meeting of the Stockholders or at any special meeting of the Stockholders called for that purpose.

## ARTICLE X.

The name and address of the Incorporator to these Articles of Incorporation is:

**HENRY THOMAS**  
**21502 Sweetwater Lane South**  
**Boca Raton, FL 33428**

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TALLAHASSEE, FLORIDA

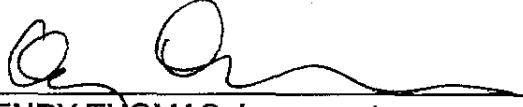
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ARTICLE XI.

The name and address of the initial Registered Agent of the Corporation is:

**JAMES L. BEARDEN**  
**1515 North Federal Highway, Suite 105**  
**Boca Raton, FL 33432**

IN WITNESS WHEREOF, the undersigned, as Incorporator, hereby executes these Articles of Incorporation on this 23<sup>rd</sup> day of March, 2006.

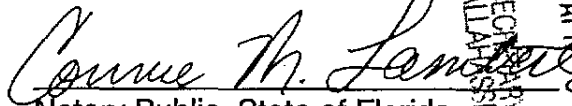
  
HENRY THOMAS, Incorporator

STATE OF FLORIDA  
COUNTY OF PALM BEACH :

BEFORE ME, the undersigned authority, personally appeared **HENRY THOMAS**, who is personally known to me X or who has produced \_\_\_\_\_ as identification and who first, being duly sworn on oath, acknowledged before me that he executed the above and foregoing instrument for the intent and purposes therein expressed.

23<sup>rd</sup> WITNESS MY HAND AND OFFICIAL in the County and State last aforesaid on \_\_\_\_\_ day of March, 2006.

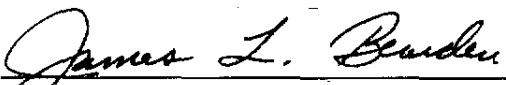
CONNIE M. LAMBERT  
NOTARY PUBLIC - STATE OF FLORIDA  
COMMISSION # DD360738  
EXPIRES 10/6/2008  
BONDED THRU 1-888-NOTARY1

  
Notary Public, State of Florida  
Printed Name of Notary: Connie M. Lambert  
Commission No.: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_  
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NOTARY PUBLIC  
STATE OF FLORIDA

**CERTIFICATE OF REGISTERED AGENT**

I hereby am familiar with and accept the duties and responsibilities as registered agent for said Corporation.

DATED: March 23, 2006.

  
James L. Bearden  
Registered Agent