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ATTORNEYS AT LAW  
PENTHOUSE II • GABLES INTERNATIONAL PLAZA  
2655 LE JEUNE ROAD  
CORAL GABLES, FLORIDA 33134  
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**JAMERSON & SUTTON LLP**

A T T O R N E Y S   A T   L A W

JOHN O. SUTTON, P.A.  
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PENTHOUSE II • GABLES INTERNATIONAL PLAZA  
2655 LE JEUNE ROAD  
CORAL GABLES, FLORIDA 33134

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April 25, 2006

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

**Re:    IPC, LLC conversion into IPC, INC.**

Dear Sir or Madam:

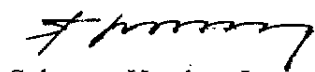
Enclosed are the following:

- 1)     Certificate of Conversion for IPC, LLC into IPC, INC.
- 2)     Articles of Incorporation of IPC, INC.
- 3)     Check for \$105 to cover the filing fees.

Please proceed with the filing of these documents in order to effect the conversion of IPC, LLC into IPC, INC.

Yours truly,

JOHN O. SUTTON, P.A.



Salomon Hazday, Jr.  
Of Counsel

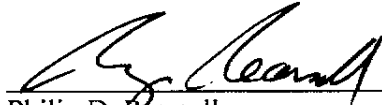
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**CERTIFICATE OF CONVERSION  
FOR  
IPC, LLC, a Florida limited liability company ("Other Business Entity")  
INTO  
IPC, INC., a Florida for profit corporation**

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This Certificate of Conversion and attached Articles of Incorporation are submitted to convert IPC, LLC, a Florida limited liability company ("Other Business Entity"), into IPC, INC., a Florida for profit corporation, in accordance with Florida Statutes Section 607.1115.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is: IPC, LLC. *LB2000007426*
2. IPC, LLC, the "Other Business Entity," is a limited liability company that was first organized under the laws of Florida on March 28, 2002, by filing its articles of organization with the Florida Department of State, Division of Corporations, and it has never changed its jurisdiction.
3. The name of the corporation as set for in its Articles of Incorporation is: IPC, INC.
4. The conversion shall be effective upon the filing of this Certificate of Conversion and attached Articles of Incorporation.

  
Philip D. Pearsall  
Director and President

Dated as of April 4, 2006.

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**ARTICLES OF INCORPORATION  
OF  
IPC, INC.**

The undersigned does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation shall be: IPC, INC.

**ARTICLE II. PRINCIPAL OFFICE**

The principal place of business of this corporation shall be: c/o John O. Sutton, P.A., 2655 Le Jeune Road, Penthouse II, Miami, FL 33134.

**ARTICLE III. PURPOSE**

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE IV. SHARES**

The aggregate number of shares, which the corporation shall have authority to issue, shall be as follows:

<u>Number of Shares</u>	<u>Par Value</u>	<u>Class of Stock</u>
100,000	\$1.00	Common

**ARTICLE V. INITIAL OFFICERS AND DIRECTORS**

Philip D. Pearsall  
Director, President, and Secretary  
1600 Morganton Road  
Pinehurst, NC 28374

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**ARTICLE VI. REGISTERED AGENT**

The street address of the initial registered office of the corporation shall be 2655 Le Jeune Road, Penthouse II, Coral Gables, Florida 33134, and the name of the initial registered agent of the corporation at that address is John O. Sutton, P.A.

**ARTICLE VII. INCORPORATOR**

The name and street address of the incorporator of these Articles of Incorporation is:

Philip D. Pearsall  
1600 Morganton Road  
Pinehurst, NC 28374

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in the State of Florida this 4th day of April 2006.

JOHN O. SUTTON, P.A.

By:



John O. Sutton, Esq.

**ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent to accept service of process for IPC, INC. at 2655 Le Jeune Road, Penthouse II, Coral Gables, Florida 33134, I certify that I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Executed in the State of Florida this 4th day of April 2006

JOHN O. SUTTON, P.A.

By:



John O. Sutton, Esq.

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