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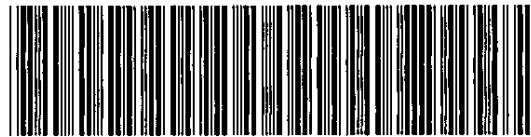
(Business Entity Name)

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EXAMINER

FLORIDA FILING & SEARCH SERVICES, INC.

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155 Office Plaza Dr Ste A Tallahassee FL 32301
PHONE: (800) 435-9371; FAX: (866) 860-8395**

DATE: 07-15-09

NAME: ECOSPHERE ENERGY SERVICES, INC

TYPE OF FILING: CONVERSION

COST: \$55

RETURN: CERTIFIED COPY

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE



**CERTIFICATE OF CONVERSION
OF
ECOSPHERE ENERGY SERVICES, INC.
(a Florida corporation)
INTO
EES OPERATING, LLC
(a Delaware limited liability company)**

July 14, 2009

UNDER SECTION 607.1113 OF THE FLORIDA BUSINESS CORPORATION ACT

Ecosphere Energy Services, Inc., a corporation organized and existing under and by virtue of the Florida Business Corporation Act (the "Company"), DOES HEREBY CERTIFY THAT:

1. ***Name of Corporation to be Converted.*** The name of the Company immediately prior to conversion is Ecosphere Energy Services, Inc., and the name under which the Company was originally incorporated was Ecosphere Energy Solutions, Inc.

2. ***Name of Limited Liability Company.*** The name of the limited liability company into which the Company will be converted is EES Operating, LLC, formed under the laws of the State of Delaware.

3. ***Approval of Conversion.*** The Company has converted into EES Operating, LLC in compliance with Chapter 607, Florida Statutes, and the conversion complies with the applicable laws of the State of Delaware governing EES Operating, LLC.

4. ***Approval of Plan of Conversion.*** The plan of conversion has been approved by the Company in accordance with Chapter 607, F.S.

6. ***Effective Time in Delaware.*** This conversion shall be effective under the laws of the State of Delaware at 12:01 AM EST on July 15, 2009.

7. ***Effective Time in Florida.*** This conversion shall be effective at 12:01 AM EST on July 15, 2009.

8. ***Principal Office Address of LLC.*** The address for the principal office EES Operating, LLC in the State of Florida is: 3515 S.E. Lionel Terrace, in the City of Stuart, Florida 34997.

9. ***Agent for Service of Process.*** EES Operating, LLC:

a. appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of Ecosphere Energy Services, Inc., including any appraisal rights of shareholders of Ecosphere Energy Services, Inc. under ss. 607.1301-607.1333, Florida Statutes; and

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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: 3515 S.E. Lionel Terrace, in the City of Stuart, Florida 34997.

10. Payment of Appraisal Rights. EES Operating, LLC has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under ss.607.1301 – 607.1333, F.S.

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

ECOSPHERE ENERGY SERVICES, INC.

a Florida corporation

By: 

Name: Dennis McGuire

Title: President