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August 8, 2007

VIA UPS OVERNIGHT DELIVERY

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

RE: Granby's Corp. (the "Corporation") - Conversion from an Ohio Corporation

Dear Sir or Madam:

The Corporation desires to convert from an Ohio corporation to a Florida corporation, where the Corporation shall use the corporate name in Florida of "Granby's Services Corporation." Accordingly, enclosed are an original set and a photocopy set of the following documents for such conversion:

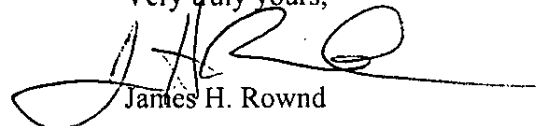
1. Cover Letter;
2. Certificate of Conversion; and
3. Articles of Incorporation.

Also enclosed is a check made payable to the Florida Department of State in the amount of \$105, which covers the \$35 fee for the Certificate of Conversion and the \$70 for the Articles of Incorporation. Please note that the Corporation would like the conversion to be effective on **August 15, 2007**.

Please date stamp the enclosed photocopy set of documents, and please forward the date stamped documents all other documents resulting from the conversion, to the undersigned in the enclosed UPS envelope; the enclosed envelope is preprinted so that the shipping charge will be billed to this law firm.

If you have any questions concerning the enclosed documents or this matter, please do not hesitate to contact the undersigned at the phone number, e-mail address and/or mailing address indicated above. Thank you for your assistance in this matter.

Very truly yours,



James H. Rownd

JHR:jmg

Encl.

cc: Thomas G. Bonus, CPA
David G. Weibel, Esq.

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Granby Services Corporation
(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:

James H. Rownd, Esq.
(Contact Person)

Kadish, Hinkel & Weibel
(Firm/Company)

1717 East Ninth Street, #2112
(Address)

Cleveland, Ohio 44114
(City, State and Zip Code)

For further information concerning this matter, please call:

James H. Rownd at (216) 696-3030
(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

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:

Granby's Corp.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a _____ corporation
(Enter entity type. Example: limited liability company, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of _____ Ohio _____
(Enter state, or if a non-U.S. entity, the name of the country)

on _____ February 9, 1982 _____
(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

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

Granby Services Corporation

(Enter Name of Florida Profit Corporation)

5. If not effective on the date of filing, enter the effective date: August 15, 2007.
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Incorporation, if an effective date is listed therein.)

Signed this 15 day of August, 2007.

Signature: 
(Must be signed by a Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.)

Printed Name: Thomas G. Bonus Title: President

Fees:

Certificate of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be:

Granby Services Corporation

ARTICLE II PRINCIPAL OFFICE

The principal place of business/ mailing address is:

1621 Bay Road, PH-6
Miami Beach, Florida 33139

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

To carry on any business and/or other lawful activity for which corporations may be formed under Florida law.

ARTICLE IV SHARES

The number of shares of stock is:

one thousand (1,000) shares - no par value

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

List name(s), address(es) and specific title(s):

Thomas G. Bonus, President and Sole Director
1621 Bay Road PH-6
Miami Beach, Florida 33139

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

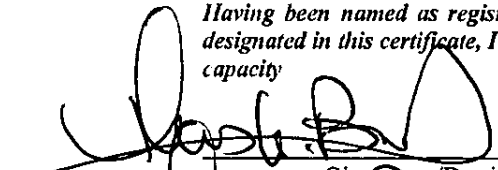
Thomas G. Bonus
1621 Bay Road, PH-6
Miami Beach, Florida 33139

ARTICLE VII INCORPORATOR

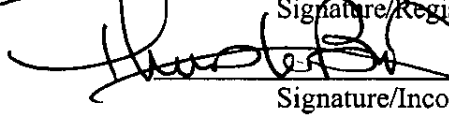
The **name and address** of the Incorporator is:

Thomas G. Bonus
1621 Bay Road, PH-6
Miami Beach, Florida 33139

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity



Signature/Registered Agent



Signature/Incorporator

8-7-07
Date

8-7-07
Date