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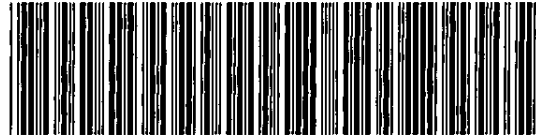
(Business Entity Name)

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TALLAHASSEE, FLORIDA

T. CLINE

MAY 13 2008

EXAMINER

Rita M. Burdo
561.833.2410
rburdo@sonnenschein.com

Phillips Point, East Tower
777 South Flagler Drive
Suite 600
West Palm Beach, FL 33401-6144
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May 2, 2008

FEDERAL EXPRESS

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

Re: Mandell-Mueller, LLC
Certificate of Conversion

Dear Sir or Madam:

In connection with the conversion of Mandell-Mueller, LLC, a Florida limited liability company, into Mandell-Mueller, Inc., a to-be-formed Florida corporation, enclosed please find

1. Certificate of Conversion (*original and one (1) copy*);
2. Articles of Incorporation of Mandell-Mueller, Inc. (*original and one (1) copy*);
3. Our firm's check in the amount of \$105, representing the appropriate filing fee; and
4. A self-addressed stamped envelope in which to return a date-stamped copy of the filed documents.

Thank you for your assistance in this matter. If you have any questions or comments, please contact me.

Very truly yours,



Rita M. Burdo, Legal Assistant

cc: Mr. Robert C. Mandell (w/enc.)
William A. Stetson, Esq. (w/enc.)

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CERTIFICATE OF CONVERSION
FOR
MANDELL-MUELLER, LLC, a Florida limited liability company,
INTO
MANDELL-MUELLER, INC., a Florida profit corporation

08-36859

This Certificate of Conversion and attached Articles of Incorporation are submitted to convert MANDELL-MUELLER, LLC, a Florida limited liability company, into MANDELL-MUELLER, INC., a Florida profit corporation, in accordance with section 607.1115, Florida Statutes.

1. The entity to be converted, MANDELL-MUELLER, LLC, a Florida limited liability company, was organized under the laws of the State of Florida on April 11, 2008.

2. The Articles of Incorporation of MANDELL-MUELLER, INC., a Florida profit corporation, are attached hereto as *Exhibit A*.

3. The effective date of the conversion of MANDELL-MUELLER, LLC, a Florida limited liability company, into MANDELL-MUELLER, INC., a Florida profit corporation is May 5, 2008.

SIGNED on May 1, 2008.



WILLIAM A. STETSON, Incorporator

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MANDELL-MUELLER, INC.,
a Florida corporation**

In compliance with Chapter 607, Florida Statutes, the undersigned Incorporator hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation shall be MANDELL-MUELLER, INC. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation shall be 5550 Homeland Road, Wellington, Florida 33449.

ARTICLE III - PURPOSE

This Corporation is being incorporated for any lawful purpose.

ARTICLE IV - SHARES

The number of shares of stock that the Corporation is authorized to have outstanding at any one time is 100 shares of common stock, zero par value per share.

ARTICLE V - INITIAL OFFICERS AND DIRECTORS

OFFICERS

| <u>NAME</u> | <u>ADDRESS</u> | <u>TITLE</u> |
|--------------------------|--|---------------------------------------|
| ROBERT C. MANDELL | 5550 Homeland Road Wellington, FL 33449 | President, Treasurer and Secretary |
| LAWRENCE D. MUELLER, JR. | 5550 Homeland Road Wellington, FL 33449 | Vice President |

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TALLAHASSEE, FLORIDA

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WILLIAM A. STETSON, ESQ.
Sonnenschein Nath & Rosenthal LLP
777 South Flagler Drive, Ste. 600E
West Palm Beach, FL 33401
Telephone No.: 561-833-2410
Fax No.: 561-833-8387
Florida Bar No.: 0321140

DIRECTORS

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------------------|--|
| ROBERT C. MANDELL | 5550 Homeland Road Wellington, FL 33449 |
| LAWRENCE D. MUELLER, JR. | 5550 Homeland Road Wellington, FL 33449 |


ARTICLE VI - REGISTERED AGENT/ADDRESS

The name and Florida street address of the Registered Agent of the Corporation are ROBERT C. MANDELL, 5550 Homeland Road, Wellington, Florida 33449

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation are WILLIAM A. STETSON, 777 South Flagler Drive, Suite 600E, West Palm Beach, Florida 33401.

The undersigned Incorporator executed these Articles of Incorporation on May 1, 2008.



WILLIAM A. STETSON, Incorporator

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TALLAHASSEE FLORIDA

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WILLIAM A. STETSON, ESQ.
Sonnenschein Nath & Rosenthal LLP
777 South Flagler Drive, Ste. 600E
West Palm Beach, FL 33401
Telephone No.: 561-833-2410
Fax No.: 561-833-8387
Florida Bar No.: 0321140

CERTIFICATE OF DESIGNATION REGISTERED AGENT/OFFICE

CORPORATION:

MANDELL-MUELLER, INC.

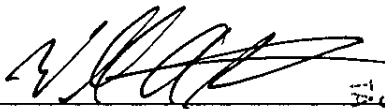
REGISTERED AGENT/OFFICE:

ROBERT C. MANDELL
5550 Homeland Road
Wellington, FL 33449

Having been named as Registered Agent to accept service of process for the above-named 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.

DATED: May 1, 2008.

ROBERT C. MANDELL, Registered Agent

By: 
William A. Stetson, Esq.
Attorney-in-Fact

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TALLAHASSEE, FLORIDA

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