

P08 000075968

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(Business Entity Name)

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T. CLINE  
OCT 28 2009  
EXAMINER  
2009 OCT 27 AM 8: 28  
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STATE OF FLORIDA

CORPDIRECT AGENTS, INC. (formerly CCRS)  
515 EAST PARK AVENUE  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

CONTACT: ASHLEY SMITH

DATE: 10-27-2009

REF. #: 001812.113431

CORP. NAME: PREPARED HOLDINGS, INC.

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT               | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION |   |  |

☒ OTHER: CERTIFICATE OF CONVERSION

STATE FEES PREPAID WITH CHECK# 532340 FOR \$ 35.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- |  |   |
|--|---|
| <input type="checkbox"/> CERTIFIED COPY        | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING |
| <input type="checkbox"/> CERTIFICATE OF STATUS |   |

☒ PLAIN STAMPED COPY

Examiner's Initials

FILED  
2009 OCT 27 AM 8:28  
SECRETARY OF STATE  
TALLAHASSEE, FL 32301

**CERTIFICATE OF CONVERSION**

For

**Florida Corporation**

Into

**"Other Business Entity"**

**THIS CERTIFICATE OF CONVERSION** is submitted to convert the following Florida corporation into an "Other Business Entity", a Delaware limited liability company, in accordance with Section 607.1113, *Florida Statutes*.

**FIRST:** **PREPARED HOLDINGS, INC.**, a Florida corporation (the "Converting Entity") has been converted into another business entity, **PREPARED HOLDINGS, LLC**, a Delaware limited liability company (the "Resulting Entity"), in compliance with Chapter 607, *Florida Statutes*, and the conversion complies with the applicable laws governing the Resulting Entity.

**SECOND:** The conversion was approved by the Converting Entity in accordance with Chapter 607, *Florida Statutes*.

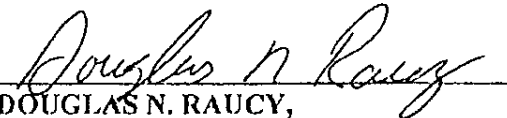
**THIRD:** The effective date of the conversion shall be October 27, 2009.

**FOURTH:** The address of the principal office of the Resulting Entity is Two Urban Centre, 4890 W. Kennedy Blvd., Suite 295, Tampa, FL 33609.

**FIFTH:** The Resulting Entity has agreed to pay any shareholders of the Converting Entity having appraisal rights the amount to which they are entitled to under Sections 607.1301-607.1333, *Florida Statutes*.

**SIXTH:** SEE \*\* below.

The undersigned, as Chief Executive Officer of the Converting Entity, signed this Certificate of Conversion on the 27th day of October 2009.

  
**DOUGLAS N. RAUCY,**  
**CHIEF EXECUTIVE OFFICER**

\*\*The Resulting Entity appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the Converting Entity, including any appraisal rights of shareholders of the Converting Entity under ss. 607.1301-607.1333, *Florida Statutes*, and 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*: Two Urban Centre, 4890 W. Kennedy Blvd., Suite 295, Tampa, FL 33609.

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