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TALLAHASSEE, FLORIDA

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FILE NO.: 045179.108327

April 7, 2010

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

Re: Certificate of Conversion – Pacific Arches Corporation

To Whom It May Concern:

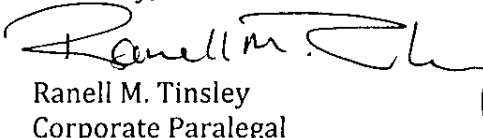
The enclosed Certificate of Conversion, Articles of Incorporation and fees are submitted to convert Pacific Arches Corporation, a Texas profit corporation ("Other Business Entity") into a "Florida Profit Corporation" in accordance with s. 607.1115, F.S.

Please return all correspondence concerning this matter to:

Ranell M. Tinsley
Johnson, Pope, Bokor, Ruppel & Burns, LLP
911 Chestnut Street
Clearwater, FL 33756

Enclosed is a check for \$113.75; this amount is to cover the cost of filing fees and a certified copy. For further information concerning this matter, please call myself at (727) 461-1818 extension 2153.

Sincerely,


Ranell M. Tinsley
Corporate Paralegal

:rmt
Enclosures
#523276v1

**CERTIFICATE OF CONVERSION
FOR
PACIFIC ARCHES CORPORATION
a Texas profit corporation
("Other Business Entity")
INTO
PACIFIC ARCHES CORPORATION
a Florida profit corporation**

This Certificate of Conversion and attached Articles of Incorporation are submitted to convert the following "Other Business Entity" into PACIFIC ARCHES CORPORATION, a Florida profit corporation in accordance with Section 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is Pacific Arches Corporation.
2. The "Other Business Entity" is a corporation first organized, formed or incorporated under the laws of the State of Texas on July 1, 2000.
3. The jurisdiction of the "Other Business Entity" has not changed.
4. The name of the Florida profit corporation as set forth in the attached Articles of Incorporation is Pacific Arches Corporation.
5. This conversion shall be effective in Florida on the date of filing.

Signed this 6TH day of April, 2010.

PACIFIC ARCHES CORPORATION,
a Texas profit corporation

By: Lori M. Findlay
Lori M. Findlay, President

PACIFIC ARCHES CORPORATION,
a Florida profit corporation

By: Lori M. Findlay
Lori M. Findlay, President

#522660v1

Prepared By:

Michael G. Little, Esq.
Johnson, Pope, Bokor, Ruppel & Burns, LLP
911 Chestnut Street
Clearwater, Florida 33756
(727) 461-1818
Bar No. 0861677

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PACIFIC ARCHES CORPORATION

The undersigned, acting as incorporator, does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of incorporating a profit corporation under the laws of the State of Florida.

ARTICLE I
NAME AND ADDRESS

The name of this profit corporation shall be PACIFIC ARCHES CORPORATION. The mailing address of the Corporation is 1805 S.E. 16th Avenue, Suite 1302, Ocala, Florida 34471. The address of the Corporation's principal office is 1805 S.E. 16th Avenue, Suite 1302, Ocala, Florida 34471.

ARTICLE II
DURATION

This corporation shall have perpetual existence.

ARTICLE III
CAPITAL STOCK

The corporation is authorized to issue 1,000, shares of common stock, which shall be designated as "Common Shares." The par value of each share of stock shall be One Dollar (\$1.00).

ARTICLE IV
REGISTERED OFFICE AND AGENT

The street address of the initial registered agent office of this Corporation shall be at 911 Chestnut Street, Clearwater, Florida 33756, and the name of its initial registered agent at such address is MICHAEL G. LITTLE.

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TALLAHASSEE, FLORIDA

ARTICLE V
INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation shall be two (2), and the name(s) and address(es) of the person(s) sworn to serve as Directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

<u>Names</u>	<u>Addresses</u>
Lori M. Findlay	1805 S.E. 16 th Avenue, Suite 1302 Ocala, Florida 34471
William Findlay	1805 S.E. 16 th Avenue, Suite 1302 Ocala, Florida 34471

ARTICLE VI
INITIAL OFFICERS

The following were elected as officers for the ensuing year. The name(s) and title(s) of the person(s) sworn to serve until the first annual meeting of the shareholders or until their successors are elected and qualified are:

<u>Names</u>	<u>Title</u>
Lori M. Findlay	President/Secretary/Treasurer
William Findlay	Vice President

ARTICLE VII
INCORPORATOR

The name and address of the incorporator is as follows:

<u>Names</u>	<u>Addresses</u>
Lori M. Findlay	1805 S.E. 16 th Avenue, Suite 1302 Ocala, Florida 34471

ARTICLE VIII
INDEMNIFICATION

This Corporation shall indemnify and insure its officers and Directors, and any former officers and directors, to the fullest extent permitted by law, either now or hereafter.

ARTICLE IX
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation

IN WITNESS WHEREOF, the undersigned, incorporator, has executed these Articles of Incorporation this 6th day of April, 2010.

Lori M. Findlay
Lori M. Findlay, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA**

Pursuant to Fla. Stat. §48.091, PACIFIC ARCHES CORPORATION, desiring to organize under the laws of the State of Florida hereby designates the undersigned, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.



MICHAEL G. LITTLE

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