

P10000103088

(Requestor's Name)

(Address)

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(Business Entity Name)

(Document Number)

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DEC 23 2010

EXAMINER



1203 Governors Square Blvd.  
Tallahassee, FL 32301-2960

850 222 1092 tel  
850 878 5368 fax  
www.ctlegalsolutions.com

December 23, 2010

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SECRETARY OF STATE  
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Department of State, Florida  
Clifton Building  
2611 Executive Center Circle  
Tallahassee FL 32301

Re: Order #: 8031259 SO  
Customer Reference 1: AGW-064-001  
Customer Reference 2: None Given

Dear Department of State, Florida:

Please obtain the following:

AAMP Holdings, Inc. (FL)  
Conversion  
Florida

AAMP Holdings, Inc. (FL)  
Incorporation  
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Christina McNeair  
CL Operations Specialist  
Christina.McNeair@wolterskluwer.com

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DIVISION OF CORPORATIONS  
10 DEC 23 PM 4:30

**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:

AAMP Holdings, Inc.

Enter Name of Other Business Entity

2. The "Other Business Entity" is a corporation

(Enter entity type. Example: limited liability company, limited partnership, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Delaware

(Enter state, or if a non-U.S. entity, the name of the country)

on October 6, 2006

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:**

AAMP Holdings, Inc.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: \_\_\_\_\_.

(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.)

6. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and the requirements of s.607.1115, F.S., in effecting the conversion.

7. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

Signed this 21<sup>st</sup> day of December, 2010.

**Required Signature for Florida Profit Corporation:**

Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: Ronald Freeman

Printed Name: Ronald Freeman Title: Director

**Required Signature(s) on behalf of Other Business Entity:** Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S. [See below for required signature(s).]

Signature: Ronald Freeman  
Printed Name: Ronald Freeman Title: Director

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

**If Florida General Partnership or Limited Liability Partnership:**

Signature of one General Partner.

**If Florida Limited Partnership or Limited Liability Limited Partnership:**

Signatures of ALL General Partners.

**If Florida Limited Liability Company:**

Signature of a Member or Authorized Representative.

**All others:**

Signature of an authorized person.

**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: **AAMP Holdings, Inc.**

**ARTICLE II PRINCIPAL OFFICE**

Principal street address  
13160 56th Court  
Clearwater, Florida 33760

Mailing address, if different is:

**ARTICLE III PURPOSE**

The purpose for which the corporation is organized is:

*Any lawful purpose for which corporations may be formed.*

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**ARTICLE IV SHARES**

The number of shares of stock is: 100 shares, par value \$0.01 per share

**ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS**

Name and Title: Ronald Freeman, Director  
Address: 13160 56th Court  
Clearwater, Florida 33760

Name and Title: Donald Bramley, Director  
Address: c/o Audax Management Company, LLC  
101 Huntington Avenue  
Boston MA 02199

Name and Title: Young Lee, Director & President  
Address: c/o Audax Management Company, LLC  
101 Huntington Avenue  
Boston, MA 02199

Name and Title: Franklin Foster  
Address: c/o Audax Management Company, LLC  
101 Huntington Avenue  
Boston, MA 02199

Name and Title: \_\_\_\_\_  
Address: \_\_\_\_\_

Name and Title: \_\_\_\_\_  
Address: \_\_\_\_\_

CT Corporation

**ARTICLE VI REGISTERED AGENT**

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

Name: CT Corporation  
Address: 1200 S Pine Island Road #250  
Plantation, FL 33324

**ARTICLE VII INCORPORATOR**

The name and address of the Incorporator is:

Name: Dennis Hill  
Address: 13160 56th Court  
Clearwater, Florida 33760

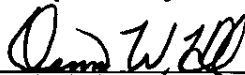
*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity*

(See attached)

Required Signature/Registered Agent

Date

*I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.*

  
Required Signature/Incorporator

12/21/10  
Date

*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*

A handwritten signature in black ink, appearing to be 'Chris McNear', written in a cursive style.

12/23/2010

Chris McNear  
Assistant Secretary