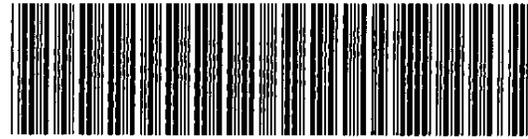


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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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J. BRYAN

APR 12 2011

EXAMINER

LAW OFFICE OF  
**JAMES W. MARTIN, P.A.**

100 Second Avenue South, #102N  
St. Petersburg, Florida 33701

727.821.0904 tel  
727.823.3479 fax  
www.jamesmartinpa.com  
jim@jamesmartinpa.com

April 8, 2011

LLC Conversion to Corporation  
Florida Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

By FedEx

Re: Conversion of Performance Management Guild, LLC to Performance Management Guild, Inc.

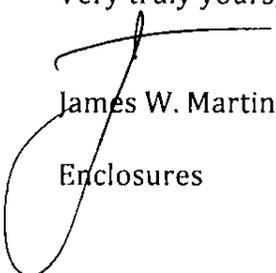
Dear Sir or Madam:

Enclosed are the Certificate of Conversion and Articles of Incorporation to convert from a Florida LLC to a Florida profit corporation.

Also enclosed is my check for \$105.

Please call if you have any questions. Thank you.

Very truly yours,

  
James W. Martin

Enclosures

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**CERTIFICATE OF CONVERSION  
FOR PERFORMANCE MANAGEMENT GUILD, LLC  
INTO PERFORMANCE MANAGEMENT GUILD, INC.**

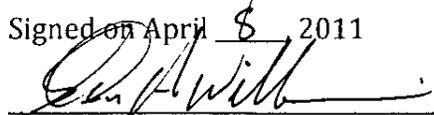
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TALLAHASSEE, FLORIDA

This Certificate of Conversion and attached Articles of Incorporation are submitted to convert the following Florida limited liability company into a Florida business corporation in accordance with Florida Statutes Sections 607.1115 and 608.4403.

1. The name of the existing limited liability company immediately prior to the filing of this Certificate of Conversion and immediately prior to converting it into a Florida profit corporation is **PERFORMANCE MANAGEMENT GUILD, LLC**, and it is a Florida limited liability company that currently exists on the official records of the Florida Department of State having been formed in Florida on December 2, 2004, and its Florida document number is L04000089286.
2. The name of the Florida profit corporation as set forth in the attached Articles of Incorporation into which the limited liability is converting is **PERFORMANCE MANAGEMENT GUILD, INC.**
3. The limited liability company has been converted into the corporation in compliance with Florida Statutes Chapter 608 and Florida Statutes Chapter 607, and the conversion complies with and is permitted by Florida Statutes Sections 607.1115 and 608.4403 and the other applicable laws governing the limited liability company and corporation.
4. The plan of conversion was approved by the converting limited liability company in accordance with Florida Statutes Chapter 608.
5. The effective date of the conversion for the limited liability company and the corporation is the date of filing of this Certificate of Conversion.
6. The address, including street and number, if any, of the principal office of the corporation and the limited liability company under the laws of the State of Florida is 735 - 42nd Avenue NE, St. Petersburg, Florida 33703.
7. The corporation has agreed to pay to any members of the limited liability company having appraisal rights the amount to which such members are entitled under Florida Statutes Sections 608.4351 through 608.43595.

The undersigned individuals signing on behalf of the limited liability company and corporation affirm that the facts stated in this document are true and that any false information constitutes a third degree felony as provided in Florida Statutes Section 817.155.

Signed on April 8, 2011



GLEN A. WILLIAMS, as President of  
PERFORMANCE MANAGEMENT  
GUILD, INC.



GLEN A. WILLIAMS, as sole manager  
and sole member of  
PERFORMANCE MANAGEMENT  
GUILD, LLC

**ARTICLES OF INCORPORATION  
OF  
PERFORMANCE MANAGEMENT GUILD, INC.**

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TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Florida Statutes Chapter 607, as amended from time to time (the "Act"), does hereby make and adopt the following Articles of Incorporation:

1. **Name.** The name of the Corporation is PERFORMANCE MANAGEMENT GUILD, INC.
2. **Principal Place of Business and Mailing Address.** The street address of the initial principal office and the mailing address of the Corporation is 735 - 42nd Avenue NE, St. Petersburg, FL 33703.
3. **Initial Registered Office and Initial Registered Agent.** The street address of the initial Registered Office of the Corporation is 735 42nd Avenue NE, St. Petersburg, FL 33703, and the name of its initial Registered Agent at that address is GLEN A. WILLIAMS.
4. **Shares.** The Corporation is authorized to issue one class of shares, which shall be called common shares. Common shares shall have unlimited voting rights and shall be entitled to receive the net assets of the Corporation upon dissolution. The Corporation is authorized to issue 1,000 common shares having a par value of \$1 per share.
5. **Duration.** The duration (term) of the Corporation is perpetual.
6. **Purpose.** The Corporation is organized for any lawful purpose.
7. **Board of Directors.** The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). Each Director shall be elected by majority vote of the Shareholders in the manner and at the times set forth in the Bylaws. A Director may be removed from office in accordance with the Act and the Bylaws. The name and address of the initial Director is as follows: GLEN A. WILLIAMS, 735 42nd Avenue NE, St. Petersburg, FL 33703.
8. **Officers.** The Officers of the Corporation shall consist of a President, a Secretary, and a Treasurer and may include one or more Vice Presidents and such other Officers and Assistant Officers as may be provided for in the Bylaws or by resolution of the Board of Directors. Each Officer shall be elected by majority vote of the Board of Directors at such time and in such manner as may be prescribed by the Bylaws or by law. The names, titles and addresses of the initial Officers are as follows:
  - a. President: GLEN A. WILLIAMS, 735 - 42nd Avenue NE, St. Petersburg, FL 33703
  - b. Secretary: GLEN A. WILLIAMS, 735 - 42nd Avenue NE, St. Petersburg, FL 33703
  - c. Treasurer: GLEN A. WILLIAMS, 735 - 42nd Avenue NE, St. Petersburg, FL 33703
9. **Incorporator.** The name and street address of the Incorporator is GLEN A. WILLIAMS, 735 - 42nd Avenue NE, St. Petersburg, FL 33703.
10. **Bylaws.** The Bylaws of the Corporation shall be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors in the manner set forth in the Bylaws.

11. **Indemnification.** The Corporation shall indemnify each Director and Officer, including former Directors and Officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Section 607.0850.
12. **Amendment.** These Articles of Incorporation may be amended by the Board of Directors at a meeting of the Board of Directors by a majority vote of all of the Directors then in office. Articles of amendment shall be filed with the Florida Department of State in accordance with the Act.

IN WITNESS WHEREOF, the undersigned Incorporator has signed these Articles of Incorporation on the 8 day of April, 2011.

  
\_\_\_\_\_  
GLEN A. WILLIAMS,  
Incorporator

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION AND  
ACCEPTANCE BY REGISTERED AGENT**

Pursuant to the provisions of Florida Statutes Section 607.0501, the undersigned Corporation organized under the business corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the Corporation in the State of Florida:

1. The name of the corporation is: PERFORMANCE MANAGEMENT GUILD, INC.
2. The name and address of the initial registered agent and initial registered office are:  
GLEN A. WILLIAMS, 735 - 42nd Avenue NE, St. Petersburg, FL 33703.

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 8 day of April, 2011.

  
\_\_\_\_\_  
GLEN A. WILLIAMS,  
Registered Agent