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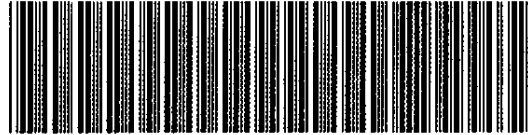
(Business Entity Name)

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TALLAHASSEE, FLORIDA

B. BOSTICK

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EXAMINER

CERTIFICATE OF CONVERSION
for
GROUP EIGHTY ONE LLC,
a Florida Limited Liability Company,
into
GROUP EIGHTY ONE, INC.,
a Florida corporation

This Certificate of Conversion and attached Articles of Incorporation are submitted to convert Group Eighty One LLC, a Florida limited liability company, into Group Eighty One, Inc., a Florida corporation, in accordance with §608.4401, §608.4403 and §607.1115, Florida Statutes.

1. Immediately prior to the filing of this Certificate of Conversion with the Florida Department of State, the name of the entity converting hereby into a Florida corporation was Group Eighty One LLC, a Florida limited liability company.
2. Group Eighty One LLC was organized under the laws of the State of Florida on October 20, 2009 under Document number L09000101347.
3. Effective as of the date of filing of this Certificate of Conversion with the Florida Department of State, Group Eighty One LLC will convert into a Florida corporation, the name of which, as set forth in the attached Articles of Incorporation, shall be Group Eighty One, Inc. and the principal office of which shall be located at 2312 N. Miami Avenue, Miami, Florida 33127.
4. The plan of conversion relating to the conversion contemplated hereby has been approved by the sole member of Group Eighty One LLC in accordance with Chapter 608, Florida Statutes.
5. The conversion contemplated hereby complies with all applicable laws relating to corporations incorporated under, and limited liability companies organized under, the laws of the State of Florida.
6. The sole member of Group Eighty One LLC is not entitled to appraisal rights by virtue of §608.4355(1)(b), Florida Statutes.
7. The effective date of the conversion contemplated hereby shall be the date on which this Certificate of Conversion is filed with the Florida Department of State.

Signed this 30 day of June 2011.

GROUP EIGHTY ONE LLC
a Florida limited liability company

By: _____

Nelson Philippe,
Sole Member and Manager

GROUP EIGHTY ONE, INC.
a Florida corporation

By: _____

Richard Philippe,
President

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
GROUP EIGHTY ONE, INC.**

Pursuant to the provisions of Section 607.0202 of the Florida Business Corporation Act, the undersigned does hereby execute and submit for filing with the Florida Department of State these Articles of Incorporation as follows:

ARTICLE I - NAME

The name of the corporation is Group Eighty One, Inc.

ARTICLE II - ADDRESS

The principal office and mailing address of the corporation is 2312 N. Miami Avenue, Miami, Florida 33127.

ARTICLE III - CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of common stock, par value \$0.01 per share.

ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The address of the registered office of the corporation is 2312 N. Miami Avenue, Miami, Florida 33127, and the name of the registered agent of the corporation at such address is Richard Philippe.

ARTICLE V - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as Incorporator is as follows:

<u>Name</u>	<u>Address</u>
Nelson Philippe	2312 N. Miami Avenue Miami, Florida 33127

ARTICLE VI - INDEMNIFICATION

This Corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of

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capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his or her legal representative may be made a party or may be threatened to be made a party by reason of his or her being or having been a Director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any Directors, officer, employee or agent may be entitled as a matter of law or which he or she may be lawfully granted.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of this 23 day of June 2011.




Nelson Philippe, Incorporator

REGISTERED AGENT'S ACCEPTANCE

Having been named as registered agent and to accept service of process for Group Eighty One, Inc. at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 607, Florida Statutes.

Dated: June 23, 2011



Richard Philippe, Registered Agent

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