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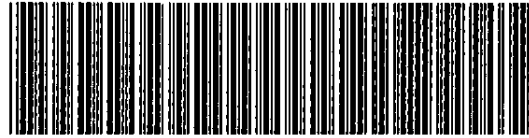
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EXAMINER

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 16, 2011

ROBERT H. TRUDEAU, ESQ
1548 LANCASTER TERRACE
JACKSONVILLE, FL 32204

SUBJECT: THE JASZ GROUP II MERGER, INC.
Ref. Number: W11000042789

We have received your document for THE JASZ GROUP II MERGER, INC. and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Sections 607.1113, 608.4403, 620.2104, and 620.8914, F.S., require the certificate of conversion to be signed by the converting entity as required by applicable law. If the converting entity is a corporation, the certificate of conversion must be signed by a chairman, vice chairman, officer, director, or an incorporator. If the converting entity is a limited liability company, the certificate of conversion must be signed by a member or an authorized representative of a member. If the converting entity is a general partnership or limited liability partnership, the certificate of conversion must be signed by a general partner. If the converting entity is a limited partnership or limited liability limited partnership, the certificate of conversion must be signed by all of the general partners. If the converting entity is another type of business entity, an authorized person must sign the certificate of conversion.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt
Regulatory Specialist II

Letter Number: 911A00019207

**CERTIFICATE OF CONVERSION FOR
FLORIDA LIMITED LIABILITY COMPANY
INTO FLORIDA PROFIT CORPORATION**

This Certificate of Conversion and attached Articles of Incorporation are submitted to convert the following Florida Limited Liability Company into a Florida Profit Corporation in accordance with Section 607.1115, Florida Statutes.

1. The name of the Florida Limited Liability Company immediately prior to the filing of this Certificate of Conversion is:

THE JASZ GROUP II, L.L.C.
(Doc. No.: L02000009474)

2. THE JASZ GROUP II, L.L.C. is a limited liability company organized under the laws of the State of Florida on April 19, 2002.

3. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation:

THE JASZ GROUP II MERGER, INC.

4. Conversion effective date of filing.

5. The conversion is permitted by the applicable laws governing the Florida Limited Liability Company and the conversion complies with such laws and the requirements of Section 607.1115, Florida Statutes, in effecting the conversion.

6. The Florida Limited Liability Company is currently organized with the Florida Division of Corporations.

The undersigned have executed this Certificate of Conversion on this 10th day of August, 2011, and affirm that the facts stated in this document are true.

THE JASZ GROUP II, L.L.C.,
a Florida limited liability company

THE JASZ GROUP II MERGER, INC.,
a Florida corporation

By: 
Jeanne C. Ward, Authorized Representative

By: 
Jeanne C. Ward, Incorporator

Robert H. Trudeau, Esq.
Purcell, Flanagan, Hay & Greene, P.A.
1548 Lancaster Terrace
Jacksonville, Florida 32204
(904) 355-0355
Fla. Bar No.: 0889091

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ARTICLES OF INCORPORATION

OF

THE JASZ GROUP II MERGER, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

Article I
Name

The name of this corporation shall be THE JASZ GROUP II MERGER, INC.

Article II
Principal Office and Mailing Address

The principal place of business and mailing address of this corporation shall be

96080 BAY VIEW DRIVE
FERNANDINA BEACH, FLORIDA 32034

Article III
Capital Stock

3.1. Capital Stock. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock.

3.2. Restriction on Transfer of Stock. The shareholders may, by bylaw provision, by shareholders' agreement recorded in the minute book or by endorsement on each stock certificate, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

Article IV
Initial Registered Agent and Address

The name and street address of the initial registered agent of this corporation are:

JEANNE C. WARD
96080 BAY VIEW DRIVE
FERNANDINA BEACH, FLORIDA 32034

Robert H. Trudeau, Esq.
Purcell, Flanagan, Hay & Greene, P.A.
1548 Lancaster Terrace
Jacksonville, Florida 32204
(904) 355-0355
Fla. Bar No.: 0889091

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Article V
Incorporator

The name and street address of the incorporator of this corporation are:

JEANNE C. WARD
96080 BAY VIEW DRIVE
FERNANDINA BEACH, FLORIDA 32034

Article VI
Effective Date; Duration

6.1. Effective Date. Corporate existence shall commence on the date these Articles are executed.

6.2. Duration. This corporation shall exist perpetually.

Article VII
Purposes

This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

Article VIII
Directors

8.1. Number of Directors. This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time, but shall never be less than one.

8.2. Initial Directors. The name and street address of the initial directors of the corporation are:

JEANNE C. WARD
96080 BAY VIEW DRIVE
FERNANDINA BEACH, FLORIDA 32034

SUSAN C. SATTERFIELD
96080 BAY VIEW DRIVE
FERNANDINA BEACH, FLORIDA 32034

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TALLAHASSEE, FLORIDA

8.3. Election. The directors shall be elected for the term and by the method stated in the corporation's bylaws.

8.4. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its board members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

8.5. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the extent permitted by law.

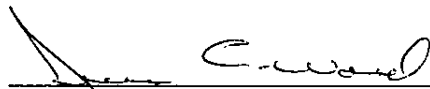
Article IX **Bylaws**

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article X **Amendment**

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

The incorporator has executed these Articles of Incorporation the 10 day of August, 2011, and affirms that the facts stated herein are true.



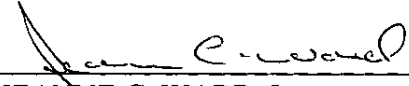
JEANNE C. WARD, Incorporator

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the following is submitted:

THE JASZ GROUP II MERGER, INC., desiring to organize or qualify under the laws of the State of Florida, hereby designates Jeanne C. Ward as its registered agent to accept service of process within the State of Florida, and the address of its registered office shall be 96080 Bay View Drive, Fernandina Beach, Florida 32034.

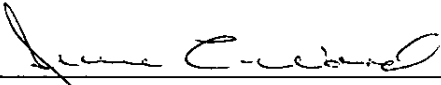
DATED this 10 day of August, 2011.



JEANNE C. WARD, Incorporator

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in this certificate, I 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 10 day of August, 2011.



JEANNE C. WARD, Registered Agent