



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195
REFERENCE : 995848 4802694
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 113.75

ORDER DATE : November 29, 2011
ORDER TIME : 2:16 PM
ORDER NO. : 995848-015
CUSTOMER NO: 4802694

CONVERSION

NAME: OASIS HR SOLUTIONS III, LLC

EFFECTIVE DATE:

XX ARTICLES OF CONVERSION
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap -- EXT# 2951

EXAMINER'S INITIALS: _____

FILED
2011 NOV 29 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

L070000 23619

Oasis HR Solutions III, LLC

Enter Name of Other Business Entity

2. The "Other Business Entity" is a limited liability company
(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 Florida
(Enter state, or if a non-U.S. entity, the name of the country)

on March 1, 2007, effective January 30, 1996
Enter date "Other Business Entity" was first organized, formed or incorporated

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TALLAHASSEE, FLORIDA

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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:

N/A

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

Oasis HR Solutions III, 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 28th day of November, 2011.

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: [Signature]

Printed Name: Terry Mayotte Title: Executive Vice President and CFO

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: [Signature]
Printed Name: Terry Mayotte Title: Executive Vice President and CFO

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)

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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: **Oasis HR Solutions III, Inc.**

ARTICLE II PRINCIPAL OFFICE

Principal street address
2054 Vista Parkway, Suite 300
West Palm Beach, FL 33411

Mailing address, if different is:

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:
The nature of the business or purposes to be conducted by and promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV SHARES

The number of shares of stock is: **3,000, \$.01 par value**

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: Mark C. Perlberg - CEO, President, Secretary and Director
Address: 2054 Vista Parkway, Suite 300
West Palm Beach, FL 33411

Name and Title: Stephen Melvin - Assistant Secretary
Address: 2054 Vista Parkway, Suite 300
West Palm Beach, FL 33411

Name and Title: Terry Mayotte - CFO, Executive VP, Treasurer and Director
Address: 2054 Vista Parkway, Suite 300
West Palm Beach, FL 33411

Name and Title: _____
Address: _____

Name and Title: Michael A. Viola - Executive VP, Sales and Client Service
Address: 2054 Vista Parkway, Suite 300
West Palm Beach, FL 33411

Name and Title: _____
Address: _____

ARTICLE VI REGISTERED AGENT

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

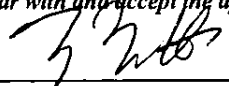
Name: Terry Mayotte
Address: 2054 Vista Parkway, Suite 300
West Palm Beach, FL 33411

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Name: Terry Mayotte
Address: 2054 Vista Parkway, Suite 300
West Palm Beach, FL 33411

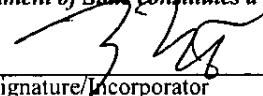
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity



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

Date

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

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

on March 1, 2007, effective January 30, 1996
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:

N/A

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

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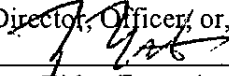
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Signed this 28th day of November, 2011.

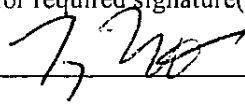
Required Signature for Florida Profit Corporation:

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: 

Printed Name: Terry Mayotte Title: Executive Vice President and CFO

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: 
Printed Name: Terry Mayotte Title: Executive Vice President and CFO

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.

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Name and Title: Stephen Melvin - Assistant Secretary
Address: 2054 Vista Parkway, Suite 300
West Palm Beach, FL 33411

Name and Title: Terry Mayotte - CFO, Executive VP, Treasurer and Director
Address: 2054 Vista Parkway, Suite 300
West Palm Beach, FL 33411

Name and Title: _____
Address: _____

Name and Title: Michael A. Viola - Executive VP, Sales and Client Service
Address: 2054 Vista Parkway, Suite 300
West Palm Beach, FL 33411

Name and Title: _____
Address: _____

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Name: Terry Mayotte
Address: 2054 Vista Parkway, Suite 300
West Palm Beach, FL 33411

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The **name and address** of the Incorporator is:

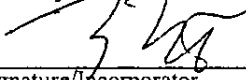
Name: Terry Mayotte
Address: 2054 Vista Parkway, Suite 300
West Palm Beach, FL 33411

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