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(Requestor's Name)

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(City/State/Zip/Phone #)

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(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

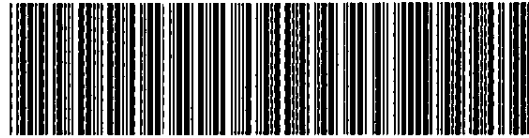
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TALLAHASSEE, FLORIDA

WILLIAMSPARKER
HARRISON DIETZ & GETZEN

ATTORNEYS AT LAW
200 SOUTH ORANGE AVENUE
SARASOTA, FLORIDA 34236
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December 20, 2011

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Certificate of Conversion and Articles of Incorporation

Dear Sir or Madam:

Enclosed is a Certificate of Conversion of "Other Business Entity" into "Florida Profit Corporation" with attached Articles of Incorporation for the converted entity, in accordance with Florida Statute 607.1115.

Also enclosed is a check made payable to the Secretary of State in the amount of \$122.50. This amount includes payment for the state filing fees of \$105, a Certified Copy for \$8.75, and a Certificate of Status for \$8.75.

Enclosed is a self-addressed, envelope for return of the Certified Copy and the Certificate to my attention at: Williams Parker Harrison Dietz & Getzen, 200 S. Orange Avenue, Sarasota, FL 34236. Please call should you have any questions regarding this filing.

The effective date of the conversion is January 1, 2012, as stated in the Certificate of Conversion and the Articles of Incorporation.

Thank you.

Sincerely,



Suzanne Chapman
Corporate Paralegal

Enclosures

**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 corporation in accordance with F.S. § 607.1115.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is: **ISPG, INC.** (the "Converting Entity").
2. The "Converting Entity" is a **Connecticut Profit Corporation** first formed under the laws of the State of **Connecticut** on **January 15, 1987, Business ID No. 0195524**, and the jurisdiction has not been changed.
3. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation is: **ISPG, INC.** (the "Converted Entity").
4. The Converting Entity has been converted into a Florida Profit Corporation in compliance with Chapter 607, Florida Statutes, and in compliance with the Connecticut Business Corporation Act.
5. A Plan of Conversion for the Converting Entity was duly authorized and approved in accordance with Chapter 607, Florida Statutes, and in compliance with the Connecticut Business Corporation Act.
6. The effective date of Conversion to a Florida Profit Corporation is **January 1, 2012**.

In witness whereof, the undersigned have executed this Certificate of Conversion as of the 15th day of December, 2011.

ISPG, INC., a Connecticut corporation By: <u>James F. Fitzgibbons</u> James F. Fitzgibbons Its President	ISPG, INC., a Florida corporation By: <u>James F. Fitzgibbons</u> James F. Fitzgibbons Its President
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ISPG, INC.**

The undersigned incorporator has executed these Articles of Incorporation to establish a corporation (the "Corporation") under the Florida Business Corporation Act (Chapter 607, Florida Statutes).

1. Name. The name of the Corporation is:

ISPG, Inc.

2. Principal and Mailing Address of the Corporation. The principal and mailing address of the Corporation is:

7531 Rigby Court
Lakewood Ranch, Florida 34202

3. Authorized Shares. The Corporation is authorized to issue 10,000 shares of Non-Voting Class A Common Stock having no par value and 10,000 shares of Voting Class B Common Stock having no par value. Other than voting rights, Non-Voting Class A Common Stock and the Voting Class B Common Stock shall have identical rights, including but not limited to identical rights to dividends and upon a liquidation of the Corporation.

4. Bylaws. The bylaws of the Corporation shall be adopted by the incorporator or the board of directors. The power to alter, amend or repeal any bylaw shall be vested in the board of directors.

5. Registered Agent and Office. The name of the initial registered agent and the address of the initial registered office of the Corporation is:

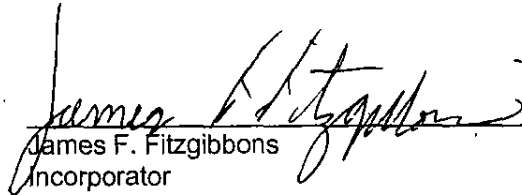
Cross Street Corporate Services, LLC
200 South Orange Avenue
Sarasota, Florida 34236

6. Incorporator. The name and address of the incorporator of the Corporation is:

James F. Fitzgibbons
7531 Rigby Court
Lakewood Ranch, Florida 34202

7. Effective Date. In accordance with F.S. § 607.1115, the Corporation's existence shall begin at the date of the formation of the Converting Entity, which is: January 15, 1987. **The Conversion will be effective on January 1, 2012.**

Dated this 15th day of December 2011.

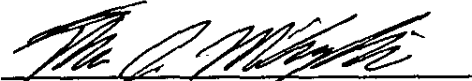

James F. Fitzgibbons
Incorporator

ACKNOWLEDGEMENT OF REGISTERED AGENT

By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and is familiar with, and accepts, the obligations of that position.

In witness whereof, the undersigned has executed this Acknowledgement of Registered Agent as of the Execution Date.

Cross Street Corporate Services, LLC,
a Florida limited liability company

By: 
Thomas J. McLaughlin
As a Vice President