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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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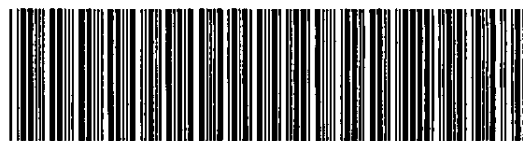
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Conversion

MAY 14 2013

R. WHITE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED



BRISKIN, CROSS & SANFORD, LLC
ATTORNEYS AT LAW

1001 CAMBRIDGE SQUARE
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ALPHARETTA, GA 30009

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FAX: 770.410.3281
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April 8, 2013

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
Attn: Amendment Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: SEABLUE HORIZONS, INC.

Dear Madam or Sir:

The enclosed *Certificate of Conversion* is submitted to convert a Florida Profit Corporation into an "Other Business Entity" in accordance with s. 607.1113, F.S. Enclosed is a check payable to the Florida Department of State in the amount of \$43.75, which represents \$35.00 Filing Fee for the *Certificate of Conversion* and \$8.75 for a Certified Copy of the *Certificate of Conversion*.

Please file the Certificate of Conversion and return a Certified Copy to:

Peter E. Morgan, Esq.
BRISKIN, CROSS & SANFORD, LLC
1001 Cambridge Square, Ste. D, Alpharetta, GA 30009
pmorgan@briskinlaw.com

Please do not hesitate to contact us with any questions in the above matter. Thank you for your assistance.

Sincerely,
BRISKIN, CROSS & SANFORD, LLC


Peter E. Morgan

Enclosures

CERTIFICATE OF CONVERSION

**for the conversion of
SEABLUE HORIZONS, INC.
into
SEABLUE HORIZONS, LLC**

Pursuant to provisions of Chapter 607.1113, F.S., SEABLUE HORIZONS, INC., a Florida Profit Corporation (the "Company") sets forth the following Certificate of Conversion.

ARTICLE 1

The name of the Florida Profit Corporation converting into the "Other Business Entity" is: SEABLUE HORIZONS, INC.

ARTICLE 2

The name of the "Other Business Entity" is SEABLUE HORIZONS, LLC.

ARTICLE 3

The "Other Business Entity" is a limited liability company organized under the laws of the State of Nevada.

ARTICLE 4

The above referenced Florida Profit Corporation has converted into the "Other Business Entity" in compliance with Chapter 607, F.S., and the conversion complies with the applicable laws governing the "Other Business Entity."

ARTICLE 5

A plan of conversion was approved by the converting Florida Profit Corporation in accordance with Chapter 607, F.S. A signed plan of conversion is on file at the principal place of business of the Florida Profit Corporation, located at 1200 4th St. Ste. 302, Key West, FL 33040, and will also be on file at the principal place of business of the "Other Business Entity," which will similarly be located at 1200 4th St. Ste. 302, Key West, FL 33040. A copy of the plan of conversion, upon written request, will be furnished without cost to any shareholder or member of the Florida Profit Corporation or the Other Business Entity.

ARTICLE 6

The written consent of each shareholder who, as a result of the conversion, is now a member of the Other Business Entity was obtained pursuant to s. 607.1112(6), F.S.

ARTICLE 7

Each share of the Florida Profit Corporation issued and outstanding immediately prior to the Effective Date shall, by virtue of the conversion and without any action on the part of the holder thereof, thereupon be converted into one (1) unit of the Other Business Entity's membership interest and shall collectively constitute 100% of the membership units issued and outstanding in the Other Business Entity.

ARTICLE 8

This conversion shall be effective in Florida and Nevada upon the filing of this Certificate with the Florida Department of State or the Nevada Secretary of State, whichever occurs first (the "Effective Date").

ARTICLE 9

The Other Business Entity's principal office address is as follows:

1200 4th St. Ste. 302
Key West, FL 33040

ARTICLE 10

The Other Business Entity being a foreign business entity not registered to transact business in Florida hereby appoints the Secretary of State of Florida as its agent for service of process in a proceeding to enforce obligations of the converting Florida Profit Corporation, including any appraisal rights of shareholders of the converting Florida Profit Corporation under ss. 607.1301-607.1333, Florida Statutes. For purposes of s. 607.1114(4), Florida Statutes, the Department of State of Florida may use the following address:

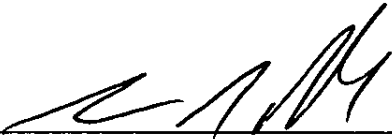
1200 4th St. Ste. 302
Key West, FL 33040

ARTICLE 11

The Other Business Entity has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under ss. 607.1301-607.1333, F.S.

Signed this 28th day of March, 2013.

SEABLUE HORIZONS, INC.



Shawn Hull, President