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DEPARTMENT OF STATE





ACCOUNT NO. : 12000000195 REFERENCE: 56907-2 AUTHORIZATION : COST LIMIT : \$ 105.00 ORDER DATE: March 13, 2013 ORDER TIME : 3:24 PM ORDER NO. : 569072-045 CUSTOMER NO: 7525808 DOMESTIC AMENDMENT FILING NAME: ACP-MS, LLC EFFECTIVE DATE: XX CERTIFICATE OF CONVERSION RESTATED ARTICLES OF INCORPORATION PLEASE RETURN THE FOLLOWING AS PROOF OF FILING: _ CERTIFIED COPY ____ PLAIN STAMPED COPY _____ CERTIFICATE OF GOOD STANDING CONTACT PERSON: Susie Knight -- EXT# 52956

EXAMINER'S INITIALS:

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Certificate of Conversion For

"Other Business Entity"

Into

Florida Profit Corporation

13 MAR 13 AM 8: 59

SECRETARY OF STATE FALLAHASSEE FLORIDA

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.

- 2. The "Other Business Entity" is a Limited Liability Company first organized under the laws of the State of Florida on May 14, 2012.
 - 3. The jurisdiction of the "Other Business Entity" has not changed.
- 4. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation:

ACP-MS, Inc.

SIGNED this 12 day of March, 2013.

ACP-MS, INC

Printed Name: Coralee G. Penabad

Title: President

ACP-MS_LLC

Printed Name: Coralee G. Penabad

Title: Manager

FILED

ARTICLES OF INCORPORATION

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OF

13 MAR 13 AM 8:59

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACP-MS, INC.

(In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit))

<u>ARTICLE I – NAME</u>

The name of the corporation shall be: ACP-MS, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address is:

235 Altara Avenue Coral Gables, Florida 33146

ARTICLE III - PURPOSE

The purpose for which the corporation is organized is to perform any and all lawful business.

ARTICLE IV - SHARES

The Corporation is authorized to distribute 100 shares of stock, par value \$1.00 per share.

ARTICLE V - INITIAL OFFICERS AND/OR DIRECTORS

The name and address of the initial Officer is:

Coralee G. Penabad, President 235 Altara Avenue Coral Gables, Florida 33146

ARTICLE VI - REGISTERED AGENT

The name and Florida street address of the registered agent is:

Andrew Hellinger, Esq. 235 Altara Avenue Coral Gables, Florida 33146

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ARTICLE VII - INCORPORATOR

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The name and address of the Incorporator is:

Coralee G. Penabad 235 Altara Avenue Coral Gables, Florida 33146

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.

Andrew B. Hellinger, Registered Agent

3 12 2013 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.81 7.155, F.S.

Coralee Penabad

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