

P92000010604

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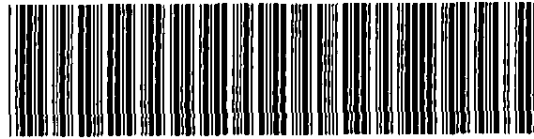
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DEC 22 2010

EXAMINER

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CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 617530 4310149

AUTHORIZATION :

COST LIMIT : \$ ~~150.00~~

ORDER DATE : December 20, 2010

ORDER TIME : 12:56 PM

ORDER NO. : 617530-015

CUSTOMER NO: 4310149

\$35

[Handwritten Signature]

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DIVISION OF CORPORATIONS

DOMESTIC AMENDMENT FILING

NAME: BUNCH AND ASSOCIATES, INC.

EFFECTIVE DATE:

XX CONVERSION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds -- EXT# 2933

EXAMINER'S INITIALS: _____

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**CERTIFICATE OF CONVERSION
OF
BUNCH AND ASSOCIATES, INC.
TO
BUNCH AND ASSOCIATES, LLC**

This Certificate of Conversion is being duly executed and delivered by Bunch and Associates, Inc., a Florida corporation (the "Corporation"), to convert the Corporation to Bunch and Associates, LLC, a Delaware limited liability company (the "Limited Liability Company"), pursuant to Section 607.1113 of the Florida Business Corporation Act (the "Act").

1. The conversion of the Corporation to the Limited Liability Company is in compliance with the Act and the conversion complies with the applicable laws governing the Limited Liability Company in the State of Delaware.
2. A plan of conversion of the Corporation to the Limited Liability Company was approved by the Corporation in accordance with the Act.
3. The conversion of the Corporation to the Limited Liability Company shall be effective upon the last effective filing date of this Certificate of Conversion and the Certificate of Conversion filed with the Secretary of State of the State of Delaware.
4. The Limited Liability Company's address in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, Delaware, 19808.
5. The Limited Liability Company has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under Sections 607.1301 -- 607.1333 of the Act.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Corporation has executed this Certificate of Conversion on the 20th day of December, 2010.

BUNCH AND ASSOCIATES, INC.

By: 

Steven L. Ditman
Treasurer and Secretary