

P94000017681

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

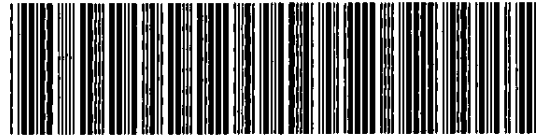
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June 30, 2011

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 8186115 SO
Customer Reference 1: None Given
Customer Reference 2: None Given

Dear Department of State, Florida:

Please obtain the following:

AMC Acquisition, Inc. (FL)
Conversion
Florida

Everhome Mortgage Company (FL)
Conversion
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Freddy Morales
Corporate Operations Mgr.
freddy.morales@wolterskluwer.com

Certificate of Conversion
for
Florida Profit Corporation
into
“Other Business Entity”

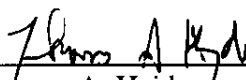
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This Certificate of Conversion is submitted to convert the following Florida Profit Corporation into an “Other Business Entity” in accordance with s. 607.1113, Florida Statutes.

1. The name of the Florida Profit Corporation converting into the “Other Business Entity” is “**AMC Acquisition, Inc.**” P94000017681
2. The name of the “Other Business Entity” is “**AMC Acquisition, LLC**”.
3. The “Other Business Entity” is a limited liability company organized under the laws of the State of Delaware.
4. The above referenced Florida Profit Corporation has converted into an “Other Business Entity” in compliance with Chapter 607, Florida Statutes, and the conversion complies with the applicable laws governing the “Other Business Entity.”
5. The plan of conversion was approved by the converting Florida Profit Corporation in accordance with Chapter 607, Florida Statutes.
6. This conversion was effective under the laws governing the “Other Business Entity” and in Florida on July 1, 2011.
7. The “Other Business Entity’s” principal office address is 501 Riverside Ave., 12th Floor, Jacksonville, FL 32202.
8. AMC Acquisition, LLC appoints the Florida Secretary of State 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. The Florida Department of State may use the street and address of 501 Riverside Ave., 12th Floor Jacksonville, FL 32202 for purposes of s. 607.1114(4), Florida Statutes.
9. 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, Florida Statutes.

Signed this 1st day of July, 2011

AMC ACQUISITION, INC.

By: 
Name: Thomas A. Hajda
Title: Senior Vice President, General Counsel and Secretary