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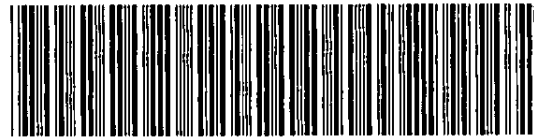
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9/18/12

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2012 SEP 18 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B Tacklock SEP 18 2012

FF \$35.00
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**CERTIFICATE OF CONVERSION
OF A FLORIDA PROFIT CORPORATION
INTO AN "OTHER BUSINESS ENTITY"**

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

1. The name of the Florida Profit Corporation converting into the "Other Business Entity" is TPS Guatemala One, Inc. (the "Converting Corporation").

2. The name of the "Other Business Entity" is **TPS Guatemala One, Ltd.** (the "Converted Company").

3. The Converted Company is an exempted company organized and formed under the laws of the Cayman Islands.

4. The Converting Corporation has converted into an "Other Business Entity" in compliance with Chapter 607, Florida Statutes, and the conversion complies with the applicable laws of the Cayman Islands.

5. The plan of conversion was approved by the Converting Corporation in accordance with Chapter 607, Florida Statutes.

6. This conversion was effective under the laws of the Cayman Islands on September 18, 2012.

7. This conversion shall be effective in Florida on September 18, 2012.

8. The Converted Company does not have a principal office in the Cayman Islands.

9. The Converted Company has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under Sections 607-1301 to 607.1333, Florida Statutes.

10. The name, street address, and mailing address of the Converted Company that the Florida Department of State may use for purposes of Section 607.1114(4), Florida Statutes is

**C.A. Attal III
702 N. Franklin Street
Tampa, FL 33602**

This Certificate of Conversion has been signed this 18 day of September, 2012.


Phil L. Barringer
President