

P9700091359

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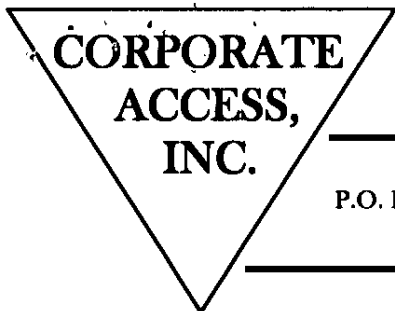
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Conv. to DE. LLC

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1. Both Mar, LLC
(CORPORATE NAME AND DOCUMENT #)

2. _____
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3. _____
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SPECIAL INSTRUCTIONS:

**Certificate of Conversion
of
RothMar Corporation
into
RothMar, LLC**

FILED
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DIVISION OF CORPORATIONS
10 SEP -7 PM 1:45

This Certificate of Conversion and the attached Articles of Organization are submitted to convert RothMar Corporation, a corporation organized under the laws of the State of Florida, into RothMar, LLC, a limited liability company organized under the laws of the State of Delaware, in accordance with Sections 607.1112, 607.1113 and 607.1114 of the Florida Statutes and Title 6, Sections 18-204, 18-206 and 18-214 of the Delaware Limited Liability Company Act.

1. RothMar Corporation, a corporation organized, and immediately prior to the filing of this Certificate of Conversion, existing under the laws of the State of Florida, was formed on October 23, 1997 under Document Number P97000091359. Its Articles of Incorporation have never been amended or restated.

2. The name of the Delaware limited liability company into which RothMar Corporation will be converted is RothMar, LLC. The Articles of Organization of RothMar, LLC are attached to this Certificate of Conversion.

3. The conversion of RothMar Corporation, a Florida corporation, into RothMar, LLC, a Delaware limited liability company, is in compliance with the Florida Business Corporation Act, Chapter 607, and in compliance with the Delaware Limited Liability Company Act, Chapter 18, Title 6.

4. Both the conversion of RothMar Corporation, a Florida corporation, into RothMar, LLC and the Articles of Organization of RothMar, LLC were approved by all of the stockholders and all of the directors of RothMar Corporation in accordance with the provisions of Sections 607.1103 and 607.1113 of the Florida Business Corporation Act.

5. The address of the principal office of RothMar, LLC is the State of Delaware is 15 Center Meeting Road, Wilmington, Delaware 19807. In that this conversion complies with Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, the Federal employer identification number for RothMar, LLC will be the same as the Federal employer identification number of RothMar Corporation.

6. This Certificate of Conversion shall be effective upon filing.

7. RothMar, LLC shall pay any Stockholder of RothMar Corporation having appraisal rights an amount as set forth in Sections 607.1301 through 607.1333 of the Florida Business Corporation Act.

SIGNATURES APPEAR ON FOLLOWING PAGE

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Conversion the 26 day of August, 2010.

RothMar Corporation

RothMar, LLC

BY: Ileana Marcos
PRESIDENT

BY: Ileana Marcos
PRESIDENT

The undersigned, being all of the stockholders and directors of RothMar Corporation, a Florida corporation, do hereby consent to and approve of the above Certificate of Conversion whereby RothMar Corporation, a Florida Corporation, is converted into RothMar, LLC, a Delaware Limited Liability Company.

Brian Rothman
Brian Rothman

Ileana Marcos
Ileana Marcos

The undersigned, being all of the members and officers of RothMar LLC, a Delaware Limited Liability Company, do hereby consent to and approve of the above Certificate of Conversion whereby RothMar Corporation, a Florida Corporation, is converted into RothMar, LLC, a Delaware Limited Liability Company.

Brian Rothman
Brian Rothman

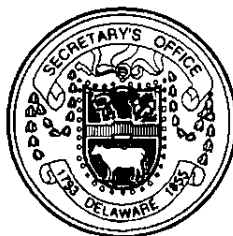
Ileana Marcos
Ileana Marcos

Delaware

PAGE 1

The First State


I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "ROTHMAR, LLC", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF AUGUST, A.D. 2010, AT 10:48 O'CLOCK A.M.



4864980 8100

100860217

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8195761


DATE: 08-26-10

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:48 AM 08/26/2010
FILED 10:48 AM 08/26/2010
SRV 100860217 - 4864980 FILE

CERTIFICATE OF FORMATION**OF****ROTHMAR, LLC**

1. The name of the limited liability company is RothMar, LLC.
2. The address of its registered office in the State of Delaware is 15 Center Meeting Road, Wilmington, New Castle County, Delaware 19807-1301. The name of its registered agent at such address is Delaware Corporate Registry, Inc.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of RothMar, LLC this 26th day of August 2010.


James P. Dalle Pazzo
Authorized Person