

P9700091359

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

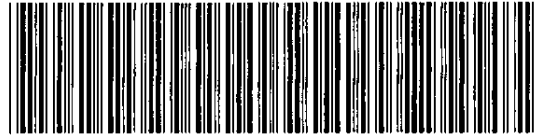
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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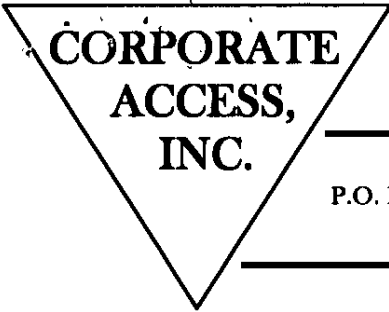
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10 SEP -7 PM 1:45

B. KOHR

SEP - 8 2010

EXAMINER



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P.O. Box 37066 (32315-7066) (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP: 9/7 Emily C.

- CERTIFIED COPY 3 copies
PHOTOCOPY
CUS
FILING Conv. to DE. LLC

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- 1. Both Mar, LLC (CORPORATE NAME AND DOCUMENT #)
2. (CORPORATE NAME AND DOCUMENT #)
3. (CORPORATE NAME AND DOCUMENT #)
4. (CORPORATE NAME AND DOCUMENT #)
5. (CORPORATE NAME AND DOCUMENT #)
6. (CORPORATE NAME AND DOCUMENT #)

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DIVISION OF CORPORATIONS  
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**Certificate of Conversion  
of  
RothMar Corporation  
into  
RothMar, LLC**

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

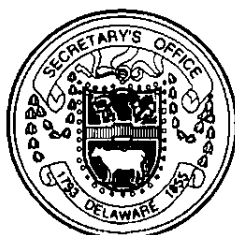
PAGE 1

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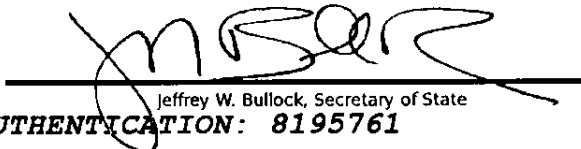
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "ROTHMAR, LLC", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF AUGUST, A.D. 2010, AT 10:48 O'CLOCK A.M.

4864980 8100

100860217



You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://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 26<sup>th</sup> day of August 2010.

  
\_\_\_\_\_  
James P. Dalle Pazzo  
Authorized Person