

No Filing Fee (See Instructions)

ID Number: 000069115



**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Office of the Secretary of State  
Division of Business Services  
148 W. River Street  
Providence, Rhode Island 02904-2615

**CERTIFICATE OF CONVERSION**

American Surplus, Inc.

(Insert full name of the entity following the conversion)

**SECTION I: TO BE COMPLETED BY ALL CONVERTING ENTITIES**

Pursuant to the applicable provisions of the Rhode Island General Laws, 1956, as amended, the undersigned (**check one box only**):

- "Other entity" or  Business Corporation or  Sole Proprietorship or
- Partnership (General, Limited, or Limited Liability Partnership) or  Limited Liability Company

submits the following Certificate of Conversion for the purpose of converting to a (**check one box only**):

- Limited Partnership or  Limited Liability Company or  Business Corporation or
- Limited Liability Partnership

- a. The name of the converting entity filing this Certificate of Conversion is:  
American Surplus, Inc.
- b. The date on which the converting entity was first created, formed, or otherwise came into being is:  
01/01/1992
- c. The jurisdiction where the converting entity was first created, formed, or otherwise came into being is:  
Massachusetts
- d. If the jurisdiction of the converting entity has changed since it was first created, state the jurisdiction of the entity immediately prior to the filing of the Certificate of Conversion: n/a
- e. The name of the limited partnership or limited liability company or business corporation or limited liability partnership following the conversion is:  
American Surplus, Inc.
- f. The certificate of conversion is filed as an accompanying certificate to the  certificate of limited partnership or  articles of organization or  articles of incorporation or  application for registered limited liability partnership (**check one box only**) of the converting entity.

SECRETARY OF STATE  
CORPORATIONS DIV  
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**BY** CL186322  
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- g. This conversion has been approved in the manner provided for by the document, instrument, agreement or other writing, as the case may be, governing the internal affairs of the entity and the conduct of its business or by applicable law, as appropriate, and the  partnership agreement or  limited liability company agreement or  articles of incorporation (**check one box only**) shall be approved by the same authorization required to approve the conversion.
- h. The future date or time certain of the conversion to a  limited partnership or  limited liability company or  business corporation or  limited liability partnership (**check one box only**) is to become effective, if later than the date of filing of the certificate of conversion and the  certificate of limited partnership or  articles of organization of a limited liability company or  articles of incorporation or  application for registered limited liability partnership (**check one box only**) is:

upon filing

**SECTION II: TO BE COMPLETE BY ALL CONVERTING ENTITIES**

Under penalty of perjury, I/we declare and affirm that I/we have examined this Certificate of Conversion, including any accompanying attachments, and that all statements contained herein are true and correct and that the undersigned is authorized to sign this certificate on behalf of the entity set forth in Section 1A.

Date: December 21, 2012

**American Surplus, Inc.**

Print Name of Other Entity \_\_\_\_\_  
 By: [Signature]  
 Signature of Authorized Person \_\_\_\_\_  
 By: \_\_\_\_\_  
 Signature of Authorized Person \_\_\_\_\_

OR

Print Name of Partnership \_\_\_\_\_  
 By: \_\_\_\_\_  
 Signature of Partner \_\_\_\_\_  
 By: \_\_\_\_\_  
 Signature of Partner \_\_\_\_\_  
 By: \_\_\_\_\_  
 Signature of Partner \_\_\_\_\_

**American Surplus, Inc.**

Print Name of Corporation \_\_\_\_\_  
 By: [Signature]  
 Signature of Authorized Person \_\_\_\_\_  
 By: \_\_\_\_\_  
 Signature of Authorized Person \_\_\_\_\_

OR

Print Name of Sole Proprietorship \_\_\_\_\_  
 By: \_\_\_\_\_  
 Signature of Sole Proprietor \_\_\_\_\_

OR

Print Name of Limited Liability Company \_\_\_\_\_  
 By: \_\_\_\_\_  
 Signature of Authorized Person \_\_\_\_\_  
 By: \_\_\_\_\_  
 Signature of Authorized Person \_\_\_\_\_