


**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

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

**FILED**

DEC 21 2007

 By AMK
**CERTIFICATE OF CONVERSION**
**Numark Industries, LLC**

(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**):

Limited Liability Company or  Business Corporation

submits the following Certificate of Conversion for the purpose of converting to a non-Rhode Island Entity (**check one box only**):

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

a. The name of the converting entity filing this Certificate of Conversion is:

Numark Industries, LLC

If the entity's name has been changed, the name under which it was originally organized:

b. The date on which the converting entity was first created, formed, or otherwise came into being is:  
May 25, 1994

c. The jurisdiction to which the entity is converting is: Florida

d. The name of the entity following the conversion is: Numark Industries, LLC

e. This conversion has been approved in the manner provided for in §§ 7-1.2-1008 and 7-16.5.2(e) of the Rhode Island General Laws, 1956, as amended.

f. The converting entity revokes the authority of its registered/resident agent in this state to accept service of process, and consents that service of process in any action, suit, or proceeding based upon any cause of action arising in this state during the time the entity was authorized to transact business in this state may subsequently be made on the entity by service thereof on the Secretary of State of the State of Rhode Island, to which the converting entity irrevocably appoints the Secretary of State as its agent to accept such service of process.

g. The address to which the Secretary of State may mail a copy of any process against the entity that is served on the Secretary of State:  
Duffy Sweeney & Scott, LTD, One Turks Head Place, Suite 1200, Providence, RI 02903

h. The future date or time certain of the conversion 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.

Date: December 21, 2007

\_\_\_\_\_  
Print Name of other entity

OR

\_\_\_\_\_  
Print Name of Partnership

By: \_\_\_\_\_  
Signature of Authorized Person

By: \_\_\_\_\_  
Signature of Partner

By: \_\_\_\_\_  
Signature of Authorized Person

By: \_\_\_\_\_  
Signature of Partner

By: \_\_\_\_\_  
Signature of Partner

\_\_\_\_\_  
Print Name of Corporation

OR

\_\_\_\_\_  
Print Name of Sole Proprietorship

By: \_\_\_\_\_  
Signature of Authorized Person

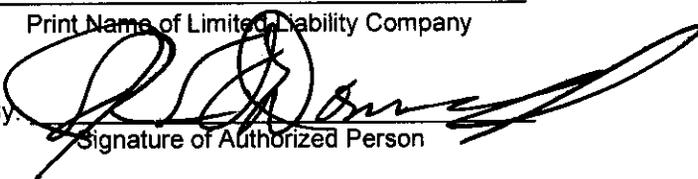
By: \_\_\_\_\_  
Signature of Sole Proprietor

By: \_\_\_\_\_  
Signature of Authorized Person

OR

**Numark Industries, LLC**

\_\_\_\_\_  
Print Name of Limited Liability Company

By:   
Signature of Authorized Person

By: \_\_\_\_\_  
Signature of Authorized Person