

No Filing Fee (See Instructions)

ID Number: _____



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

MAY 06 2009

CERTIFICATE OF CONVERSION

By [Signature] 11:51

Newport Pedicab, 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):

- Other entity or Business Corporation or Sole Proprietorship or Partnership or Limited Liability Company

2009 MAY -6 AM 11:51

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

- a. The name of the converting entity filing this Certificate of Conversion is: Newport Pedicab, Inc. 155873
b. The date on which the converting entity was first created, formed, or otherwise came into being is: 5-5-2006
c. The jurisdiction where the converting entity was first created, formed, or otherwise came into being is: Rhode Island
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:
e. The name of the limited partnership or limited liability company or business corporation following the conversion is: Newport Pedicab, LLC
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 (check one box only) of the converting entity.
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 (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 (check one box only) is: immediately 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: _____

Print Name of other entity

OR

Print Name of the Partnership

By: _____
Signature of Authorized Person

By: _____
Signature of Partner

By: _____
Signature of Authorized Person

By: _____
Signature of Partner

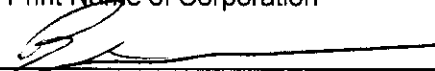
By: _____
Signature of Partner

Newport Pedicab, Inc.

Print Name of Corporation

OR

Print Name of Sole Proprietorship

By:  _____
Signature of Authorized Person *Benjamin Morris
President*

By: _____
Signature of Sole Proprietor

By: _____
Signature of Authorized Person

Print Name of Limited Liability Company

By: _____
Signature of Authorized Person

By: _____
Signature of Authorized Person