

000528308



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

CERTIFICATE OF CONVERSION

Carolina Leasing International, 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):

[] Limited Liability Company or [x] 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 [x] 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:

Perennial International Inc.

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: 02/08/2010

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

d. The name of the entity following the conversion is: Carolina Leasing International, Inc.

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 it's 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: 55 Dorrance Street, Suite 200, Providence, RI 02903

h. The future date or time certain of the conversion is: upon filing

2010 OCT 21 PM 4:00

FILED 4:00

OCT 21 2010

By KMC

RECEIVED SECRETARY OF STATE PROVIDENCE, RHODE ISLAND

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: October 19, 2010

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

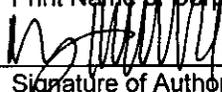
By: _____
Signature of Partner

Perennial International Inc.

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

Print Name of Limited Liability Company

By: _____
Signature of Authorized Person

By: _____
Signature of Authorized Person



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

