Delaware Division of Corporations
401 Federal Street – Suite 4
Dover, DE 19901
Phone: 302-739-3073

Certificate of Conversion from a
Delaware or Non-Delaware Limited Liability Company
to a Delaware Corporation

Dear Sir or Madam:

Enclosed please find a form for a Certificate of Conversion from a Delaware or Non-Delaware Limited Liability Company to a Delaware Corporation. The fee to file the Certificate of Conversion is $164.00 for a 1 page document. Please add $9 for each additional page. A Certificate of Incorporation is required to be filed simultaneously with the Certificate of Conversion. Enclosed for your convenience, please find a form for a Stock Certificate of Incorporation. Forms for a Non-Stock Certificate of Incorporation can be found on our web site. The fee for filing the Certificate of Incorporation is a minimum of $89.00 for a 1 page document. Please add $9 for each additional page. Filing fees for the Certificate of Incorporation will vary depending on the amount of authorized stock. You may contact our office for assistance in calculating these fees. Please submit the filing with 1 cover sheet with Conversion first. You will receive a stamped "filed" copy of your document. If you would like a certified copy it will be an additional $100.00. ($50.00 for the Conversion and $50.00 for the Certificate of Incorporation) Expedited services are available please contact our office concerning these fees. Delaware entities converting to any other non-Delaware or domestic entity must also pay all applicable taxes. Please contact our Franchise Tax Department for assistance. Please make any check payable to "Delaware Secretary of State".

In order to process your request in a timely manner, please include a cover letter with your name, address and telephone/fax number to enable us to contact you if necessary. For your convenience a cover sheet is available at the following link. http://corp.delaware.gov/filingmemo.pdf. Please make sure you thoroughly complete all information requested on these forms. It is important that the execution be legible, we request that you print or type your name under the signature line.

Thank you for choosing Delaware as your corporate home. Should you require further assistance in this or any other matter, please don't hesitate to call us at (302) 739-3073.

Sincerely,

Department of State
Division of Corporations

Rev. 09/05

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A LIMITED LIABILITY COMPANY TO A
CORPORATION PURSUANT TO SECTION 265 OF
THE DELAWARE GENERAL CORPORATION LAW

1.) The jurisdiction where the Limited Liability Company first formed is

_____.

2.) The jurisdiction immediately prior to filing this Certificate is_____.

3.) The date the Limited Liability Company first formed is_____.

4.) The name of the Limited Liability Company immediately prior to filing this
Certificate is_____.

5.) The name of the Corporation as set forth in the Certificate of Incorporation is

_____.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf
of the converting Limited Liability Company have executed this Certificate on the
_____day of _____, A.D._____.

By:_____

Name:_____
             Print or Type

Title:_____
             Print or Type

STATE *of* DELAWARE
CERTIFICATE *of* INCORPORATION
A STOCK CORPORATION

• **First:** The name of this Corporation is _____
_____.

• **Second:** Its registered office in the State of Delaware is to be located at
_____ Street, in the City of _____
County of _____ Zip Code _____.

The registered agent in charge thereof is _____
_____.

Third: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

• **Fourth:** The amount of the total stock of this corporation is authorized to issue is
_____shares (number of authorized shares) with a par value of
_____ per share.

• **Fifth:** The name and mailing address of the incorporator are as follows:
Name _____
Mailing Address_____
_____Zip Code_____

• **I, The Undersigned,** for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this _____day of _____, A.D. 20_____.

BY:_____
(Incorporator)

NAME:_____
(type or print)