



140301



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Articles of Conversion
(PURSUANT TO NRS 92A.205)
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USE BLACK INK ONLY - DO NOT HIGHLIGHT

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Articles of Conversion
(Pursuant to NRS 92A.205)

1. Name and Jurisdiction of organization of constituent entity and resulting entity:

Ultimate Franchise Systems, Inc.
Name of constituent entity

Nevada
Jurisdiction

Corporation
Entity type *

and,

Ultimate Franchise Systems, Inc.
Name of resulting entity

Florida
Jurisdiction

Corporation
Entity type *

2. A plan of conversion has been adopted by the constituent entity in compliance with the law of the jurisdiction governing the constituent entity.

3. Location of plan of conversion: (check one)

- The entire plan of conversion is attached to these articles.
- The complete executed plan of conversion is on file at the registered office or principal place of business of the resulting entity.
- The complete executed plan of conversion for the resulting domestic limited partnership is on file at the records office required by NRS 88.330.

* corporation, limited partnership, limited-liability limited partnership, limited-liability company or business trust .

This form must be accompanied by appropriate fees.

Articles of Conversion

(PURSUANT TO NRS 92A.200)

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4. Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the resulting entity in the conversion):

Attn: Hamilton & Lehrer P.A.
101 Plaza Real South, Suite 201 South
Boca Raton Florida 33432

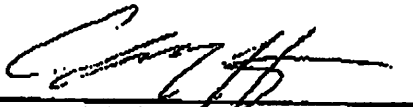
5. Effective date of conversion (optional) (not to exceed 90 days after the articles are filed pursuant to NRS 92A.240)*

Upon filing.

6. Signatures - must be signed by:

Name of constituent entity:

Ultimate Franchise Systems, Inc., a Nevada Corporation



Signature Chris Swartz
Title: Chief Executive Officer
Date: March 11, 2010

Notice the date!