DOC ID ----> 200817902324

DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
06/30/2008	200817902324	CONVERSION-DOMESTIC PROFIT LIMITED LIABILITY CO. (CPV)	125.00	100.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

EASTMAN & SMITH LTD.
ONE SEAGATE, 24TH FLOOR
P.O. BOX 10032
TOLEDO, OH 43699-0032

STATE OF OHIO

CERTIFICATE

Ohio Secretary of State, Jennifer Brunner

1790305

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

SMILE DEVELOPMENT, LTD.

and, that said business records show the filing and recording of:

Document(s)	Document No(s):
CONVERSION-DOMESTIC PROFIT LIMITED LIABILITY CO.	**200817902324**

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 26th day of June, A.D. 2008.

Ohio Secretary of State

DOC ID ----> 200817902324

Prescribed by:
The Ohio Secretary of State

Central Ohio: (614) 466-3910

Toll Free: 1-877-SOS-FILE (1-877-767-3453)

Expedite
P.O. Box 1390
Columbus, OH 43216
*** Requires an additional $100.00 fee ***

P.O. Box1329
Columbus, OH 43216
Non Expedite

CERTIFICATE OF CONVERSION
FOR ENTITIES CONVERTING INTO THE RECORDS OF THE SECRETARY OF STATE
Filing Fee $125.00

Pursuant to: 1701.811, 1705.381, 1775.55, and 1782.4310 of the Ohio Revised Code for the State of Ohio, (as applicable), the undersigned converting business entity does hereby submit these Articles of Conversion for the purpose of converting **INTO** the records of the Ohio Secretary of State to a different business entity.

The name of the converting business entity is: Smile Development Company

existing under the laws of the state or country of: Ohio

The converting business entity is ***(Check One)***

- ☑ **Domestic Partnership**
- ☐ Common Law Trust
- ☐ Foreign Corporation
- ☐ Foreign Limited Partnership
- ☐ Foreign Limited Liability Company
- ☐ Foreign Partnership Having Limited Liability
- ☐ Other

The converting entity hereby states they have complied with all laws under the state in which it exists. Furthermore, said law permits for said conversion.

The resulting business entity name: Smile Development, Ltd.

The resulting business entity type is ***(Check One)***

- ☐ Domestic Corporation
- ☑ Domestic Limited Liability Co.
- ☐ Domestic Limited Liability Partnership
- ☐ Business Trust
- ☐ Domestic Limited Partnership

Existing under the laws of state or country Ohio

The effective date of conversion will be upon filing, unless a date is specified : _____
(See Instructions) *Date*

The name and address of the person or entity that will provide a copy of the declaration of conversion upon written request:

Kevin D. Devaney, One SeaGate, 24th Floor	Toledo	OH	43604
Name & Address	*City*	*State*	*Zip Code*

If the conversion creates a new domestic corporation, limited liability company, limited partnership, or a partnership having limited liability, complete and attach the form prescribed by the secretary of state for the ***specific entity type*** being created to the certificate of conversion. ***(See Instructions)***

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IN WITNESS WHEREOF, the declaration of conversion is authorized on behalf of the converting entity and that each person signing the certificate of conversion is authorized to do so.

Must be signed by:
An authorized representative(s)

Authorized Representative

Partner
Title

Authorized Representative

PARTNER
Title

Authorized Representative

Title

Authorized Representative

Title

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www.sos.state.oh.us
e-mail: busserv@sos.state.oh.us

Prescribed by:
The Ohio Secretary of State
Central Ohio: (614) 466-3910
Toll Free: 1-877-SOS-FILE (1-877-767-3453)

Expedite this Form: (Select One)	
Mail Form to one of the Following:	
○ Yes	PO Box 1390 Columbus, OH 43216 *** Requires an additional fee of $100 ***
◉ No	PO Box 670 Columbus, OH 43216

ORGANIZATION / REGISTRATION OF LIMITED LIABILITY COMPANY

(Domestic or Foreign)

Filing Fee $125.00

THE UNDERSIGNED DESIRING TO FILE A:

(CHECK ONLY ONE (1) BOX)

(1) ☑ Articles of Organization for Domestic Limited Liability Company (115-LCA) ORC 1705	(2) ☐ Application for Registration of Foreign Limited Liability Company (106-LFA) ORC 1705
	_____ (Date of Formation) _____ (State)

Complete the general information in this section for the box checked above.

Name Smile Development, Ltd.

☐ ***Check here if additional provisions are attached***

* If box (1) is checked, name must include one of the following endings: limited liability company, limited, Ltd, L.t.d., LLC, L.L.C.

Complete the information in this section if box (1) is checked.

Effective Date **(Optional)** _____ *(mm/dd/yyyy)* ***Date specified can be no more than 90 days after date of filing. If a date is specified, the date must be a date on or after the date of filing.***

This limited liability company shall exist for _____ *(Optional)* (Period of existence)

Purpose *(Optional)* _____

_____

_____

The address to which interested persons may direct requests for copies of any operating agreement and any bylaws of this limited liability company is

(Optional)

_____ *(Name)*

_____ *(Street)* ***NOTE: P.O. Box Addresses are NOT acceptable.***

_____ *(City)* _____ *(State)* _____ *(Zip Code)*

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Complete the information in this section if box (1) is checked Cont.

ORIGINAL APPOINTMENT OF AGENT

The undersigned authorized member, manager or representative of

Smile Development, Ltd.
(name of limited liability company)

hereby appoint the following to be statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the limited liability company may be served. The name and address of the agent is:

Kevin D. Devaney, Esq.
(Name of Agent)

One SeaGate 24th Floor
(Street) ***NOTE: P.O. Box Addresses are NOT acceptable.***

Toledo *(City)* | Ohio *(State)* | 43604 *(Zip Code)*

Must be authenticated by an authorized representative

Authorized Representative — Date: 6.12.06

Authorized Representative — Date

ACCEPTANCE OF APPOINTMENT

The undersigned, named herein as the statutory agent for

Smile Development, Ltd.
(name of limited liability company)

hereby acknowledges and accepts the appointment of agent for said limited liability Company.

(Agent's signature)

PLEASE SIGN PAGE (3) AND SUBMIT COMPLETED DOCUMENT

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Complete the information in this section if box (2) is checked.

The address to which interested persons may direct requests for copies of any operating agreement and any bylaws of this limited liability company is

(Name)

(Street) ***NOTE: P.O. Box Addresses are NOT acceptable.***

(City) *(State)* *(Zip Code)*

The name under which the foreign limited liability company desires to transact business in Ohio is

The limited liability company hereby appoints the following as its agent upon whom process against the limited liability company may be served in the state of Ohio. The name and complete address of the agent is

(Name)

(Street) ***NOTE: P.O. Box Addresses are NOT acceptable.***

(City) Ohio *(State)* *(Zip Code)*

The limited liability company irrevocably consents to service of process on the agent listed above as long as the authority of the agent continues, and to service of process upon the OHIO SECRETARY OF STATE if:

a. the agent cannot be found, or
b. the limited liability company fails to designate another agent when required to do so, or
c. the limited liability company's registration to do business in Ohio expires or is cancelled.

REQUIRED
Must be authenticated(signed) by an authorized representative
(See Instructions)

Authorized Representative — Date: 6.12.08

Kevin D. Devaney
(Print Name)

Authorized Representative — Date

(Print Name)