DOC ID ----> 201106100059

DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
03/02/2011	201106100059	CONVERSION WITHIN SOS RECORDS (CVS)	125.00	100.00		.00	.00

Receipt

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

DIAMOND ACCESS
ATTN: LISA VAIDO
887 SOUTH HIGH STREET
COLUMBUS, OH 43206

STATE OF OHIO
CERTIFICATE

Ohio Secretary of State, Jon Husted

496661

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

PLUS MARK LLC

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

Document(s)	Document No(s):
CONVERSION WITHIN SOS RECORDS (CHANGE BUSINESS TYPE DOM. PROFIT LIM. LIAB. CO.)	**201106100059**

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 1st day of March, A.D. 2011.

Jon Husted

Ohio Secretary of State

DOC ID ----> 201106100059

Form 700 Prescribed by the:
Ohio Secretary of State

Central Ohio: (614) 466-3910
Toll Free: (877) SOS-FILE (767-3453)

www.sos.state.oh.us
Busserv@sos.state.oh.us

Expedite this form: (select one)
Mail form to one of the following:

- ○ Expedite — PO Box 1390, Columbus, OH 43216
  *** Requires an additional fee of $100 ***
- ◉ Non Expedite — PO Box 1329, Columbus, OH 43216

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SECRETARY OF STATE
2011 MAR -1 PM 4:23
CLIENT SERVICES CENTER

CERTIFICATE OF CONVERSION FOR ENTITIES CONVERTING WITHIN OR OFF THE RECORDS OF THE OHIO SECRETARY OF STATE

Filing Fee: $125

(CHECK ONLY ONE (1) BOX)

(1) ☒ **Converting Within The Records of the Ohio Secretary of State**	(2) ☐ **Converting Off The Records of the Ohio Secretary of State** (187-VXX)

Name of the converting entity: PLUS MARK, INC.

Jurisdiction of Formation: OHIO

Charter/Registration Number: 496661

The converting entity is a:
(Check Only (1) One Box)

- ☒ Domestic Corporation
- ☐ Foreign Corporation
- ☐ Domestic Nonprofit Limited Liability Company
- ☐ Foreign Nonprofit Limited Liability Company
- ☐ Domestic For-Profit Limited Liability Company
- ☐ Foreign For-Profit Limited Liability Company
- ☐ Partnership
- ☐ Domestic Limited Partnership
- ☐ Foreign Limited Partnership
- ☐ Domestic Limited Liability Partnership
- ☐ Foreign Limited Liability Partnership
- ☐ Business Trust

The converting entity hereby states that it has complied with all laws in the jurisdiction under which it exists and that those laws permit the conversion.

Name of the converted entity: PLUS MARK LLC

Jurisdiction of Formation: OHIO

The converted entity is a:
(Check Only (1) One Box)

- ☐ Domestic Corporation
- ☐ Foreign Corporation
- ☐ Domestic Nonprofit Limited Liability Company
- ☐ Foreign Nonprofit Limited Liability Company
- ☒ Domestic For-Profit Limited Liability Company
- ☐ Foreign For-Profit Limited Liability Company
- ☐ Partnership
- ☐ Domestic Limited Partnership
- ☐ Foreign Limited Partnership
- ☐ Domestic Limited Liability Partnership
- ☐ Foreign Limited Liability Partnership
- ☐ Business Trust

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Effective Date (Optional) 3/1/2011 (The conversion is effective upon the filing of this certificate or on a later date specified in the certificate that it is not more than ninety days after filing)

Name and address of the person or entity that will provide a copy of the declaration of conversion upon written request.

Christopher W. Haffke
Name

One American Road
Mailing Address

Cleveland | OH | 44144
City | State | Zip Code

Required information that must accompany conversion certificate if box 2 is checked

If the converting entity is a domestic or foreign entity that will not be licensed in Ohio, provide the name and address of the statutory agent upon whom any process, notice or demand may be served.

Name of Statutory Agent

Mailing Address

City | State | Zip Code

☐ **If the agent is an individual using a P.O. Box, check this box to confirm that the agent is an Ohio resident.**

If the converting entity is a domestic or foreign corporation licensed to transact business in Ohio and converting off the records, the certificate of conversion must be accompanied by the affidavits herein attached. ***(See Instructions)***

See instructions for additional filing requirements if

(1) the conversion creates a new domestic entity,
(2) the converted entity is a foreign entity that desires to transact business in Ohio, or
(3) if a foreign or domestic corporation licensed to transact business in this state is the converting entity.

DOC ID ----> 201106100059

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

Required
Must be authenticated (**signed**) by an authorized representative.

Signature

2-28-2011
Date

Christopher W. Haffke
Print Name

Assistant Secretary
Title

Signature

Date

Print Name

Title

Signature

Date

Print Name

Title

DOC ID ----> 201106100059

AFFIDAVIT RELEASES FROM VARIOUS GOVERNMENTAL AUTHORITIES

PLUS MARK, INC.

Exact Name of Corporation

If a foreign or domestic corporation licensed to transact business in Ohio is the converting entity, the certificate of conversion must be accompanied by the affidavits, receipts, certificates, or other evidence required by division (H) of section 1701.811(B)(4) of the Revised Code.

AGENCY	DATE NOTIFIED	AGENCY	DATE NOTIFIED
Ohio Department of Taxation Dissolution Section 4485 Northland Ridge Blvd. Columbus, Ohio 43229	02/28/2011	Ohio Job & Family Services Status and Liability Section Data Correspondence Control **Fax:** 614-752-4811 **Phone:** 614-466-2319 **Overnight:** 4020 East 5th Avenue Columbus, OH 43219-1811	02/28/2011 **Regular:** P.O. Box 182413 Columbus, OH 43218-2413
AGENCY	**DATE NOTIFIED**	**TREASURER**	**DATE NOTIFIED**
Ohio Bureau of Workers' Compensation 30 W. Spring Street Columbus, OH 43215	02/28/2011	The treasurer of any county in which the corporation has personal property: Cuyahoga County	02/28/2011

Note: This affidavit must be signed by one or more persons executing the certificate of conversion or by an officer of the corporation.

Signature _____ Title Assistant Secretary

Christopher W. Haffke
Name

One American Road
Street Address / P.O. Box Address

Cleveland OH 44144
City State Zip Code

Acknowledged before me and subscribed in my presence on Date February 28, 2011

Seal

RINDA E. VAS
Attorney At Law
Notary Public
State of Ohio
My Commission
Has no Exp. Date
Section 147.03.O.R.C.

_____
Notary Public

Commission Expires No expiration date
Date

DOC ID ----> 201106100059

AFFIDAVIT OF PERSONAL PROPERTY

STATE OF Ohio

County Cuyahoga SS:

Christopher W. Haffke
Name of Officer

Assistant Secretary
Title of Officer

of Plus Mark, Inc.
Name of Corporation

and that this affidavit is made in compliance with Section 1701.811(B)(4) of the Ohio Revised Code.

That above-named corporation: (Check one (1) of the following)

☐ Has no personal property in any county in Ohio

☐ is the type required to pay personal property taxes to state authorities only

Has personal property only in the following county (ies)

Cuyahoga

and that the net assets of said corporation are sufficient to pay all personal property taxes accrued to date.

Signature: _____ Title: Assistant Secretary

Acknowledged before me and subscribed in my presence on Date February 28, 2011

Seal

RINDA E. VAS
Attorney At Law
Notary Public
State of Ohio
My Commission
Has no Exp. Date
Section 147.03 O.R.C.

Notary Public

Expiration date of Notary Public's Commission No expiration date
Date

DOC ID ----> 201106100059

Form 533A Prescribed by the:
Ohio Secretary of State

Central Ohio: (614) 466-3910
Toll Free: (877) SOS-FILE (767-3453)

www.sos.state.oh.us
Busserv@sos.state.oh.us

Expedite this form: (select one)
Mail form to **one** of the following:

O Expedite — PO Box 1390, Columbus, OH 43216
*** Requires an additional fee of $100 ***

⊙ Non Expedite — PO Box 670, Columbus, OH 43216

2011 MAR -1 PM 4:24
RECEIVED
SECRETARY OF STATE

ARTICLES OF ORGANIZATION FOR A DOMESTIC LIMITED LIABILITY COMPANY

Filing Fee: $125.00

(CHECK ONLY ONE (1) BOX)

(1) ☒ Articles of Organization for Domestic For-Profit Limited Liability Company (115-LCA) ORC 1705	(2) ☐ Articles of Organization for Domestic Nonprofit Limited Liability Company (115-LCA) ORC 1705

Name of limited liability company

PLUS MARK LLC

Name must include one of the following words or abbreviations: "limited liability company," "limited," "LLC," "L.L.C.," "ltd.," "or "ltd"

Effective Date (Optional) 03/01/2011 mm/dd/yyyy — **(The legal existence of the limited liability company begins upon the filing of the articles or on a later date specified that is not more than ninety days after filing)**

This limited liability company shall exist for (Optional) perpetual existence
Period of Existence

Purpose (Optional)

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

DOC ID ----> 201106100059

ORIGINAL APPOINTMENT OF AGENT

The undersigned authorized member(s), manager(s) or representative(s) of

PLUS MARK LLC

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

CSC - Lawyers Incorporating Service (Corporation Service Company)

Name of Agent

50 West Broad Street, Suite 1800

Mailing Address

Columbus	Ohio	43215
City	State	Zip Code

☐ **If the agent is an individual and using a P.O. Box, check this box to certify the agent is an Ohio resident.**

ACCEPTANCE OF APPOINTMENT

The undersigned, named herein as the statutory agent for

PLUS MARK LLC

Name of Limited Liability Company

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

Agent's Signature

DOC ID ----> 201106100059

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document on behalf of the limited liability company identified above.

REQUIRED
Articles and original appointment of agent must be authenticated **(signed)** by a member, manager or other representative.

Signature — Date: 2-28-2011

CHRISTOPHER W. HAFFKE
Print Name

Signature — Date

Print Name

Signature — Date

Print Name

(See Instructions Below)