State of Tennessee

Department of State
Corporate Filings
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

CERTIFICATE OF CONVERSION

(Domestic For-Profit Corporation into LLC under TCA §48-21-111)

(For use on or after 7/1/2006)

For Office Use Only

Pursuant to the provisions of §48-21-111 of the Tennessee Business Corporation Act and §48-249-703 of the Tennessee Revised Limited Liability Company Act, the undersigned hereby submits this certificate of conversion:

1. The name and principal business address of the converting domestic corporation is:
   WXYZ Services, Inc
   1234 Main Street
   Nashville, TN 37201

2. The converting corporation was formed in Tennessee, its date of formation is January 1, 2012 (month/day/year), and its SOS control number (if known) is: _____

3. The converting corporation is being converted to a domestic limited liability company, and the name of the domestic limited liability company as set forth in its article of organization is: WXYZ Services, LLC

4. The plan of conversion is attached to this certificate of conversion and is incorporated herein by reference.

5. The terms and conditions of the conversion have been approved by the unanimous vote of the shareholders; all required approvals of the conversion have been obtained by the converting corporation.

6. The number of members of the limited liability company at the date of conversion is 2.

7. If the conversion is not to be effective upon the filing of the certificate of conversion and articles of organization, then the future effective date and time of the conversion is:
   Date: _____, _____ Time: _____

_____ Signature Date

_____ Signature

Director
Signer's Capacity (if other than individual capacity)

John Doe
Name (printed or typed)

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