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TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: ON TARGET PERFORMANCE SYSTEMS, INC
(Name of Resulting Florida Profit Corporation)

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.1115, F.S.

Please return all correspondence concerning this matter to:

KEN SAXON, CPA
(Contact Person)

SAXON ACCOUNTING & CONSULTING INC
(Firm/Company)

2344 HANSEN LANE UNIT 1
(Address)

TALLAHASSEE FL 32301
(City, State and Zip Code)

For further information concerning this matter, please call:

KEN SAXON, CPA at (850) 942-6151
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$105.00 Filing Fees \$113.75 Filing Fees and Certificate of Status \$113.75 Filing Fees and Certified Copy \$122.50 Filing Fees, Certified Copy, and Certificate of Status

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Profit Corporation

06 NOV -9 AM 11: 32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following **"Other Business Entity"** into a **Florida Profit Corporation** in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

ON TARGET PERFORMANCE SYSTEMS, LLP

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a **Limited Liability Partnership**
(Enter entity type. Example: limited liability company, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of **FLORIDA**
(Enter state, or if a non-U.S. entity, the name of the country)

on **09/02/1997**
(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation:**

ON TARGET PERFORMANCE SYSTEMS, INC

(Enter Name of Florida Profit Corporation)

5. If not effective on the date of filing, enter the effective date: JANUARY 1, 2007
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Incorporation, if an effective date is listed therein.)

Signed this 23RD day of OCTOBER, 2006.

Signature: Kenneth M. Saxon, CPA FOR SAXON ACCOUNTING & CONSULTING INC
(Must be signed by a Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.)

Printed Name: KENNETH M SAXON Title: CPA, INCORPORATOR

Fees:

Certificate of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be:

ON TARGET PERFORMANCE SYSTEMS, INC

ARTICLE II PRINCIPAL OFFICE

The principal place of business/ mailing address is:

3653 CAGNEY DR SUITE 201
TALLAHASSEE, FL 32309

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

ANY AND ALL LAWFUL FOR-PROFIT

ARTICLE IV SHARES

The number of shares of stock is:

500,000 (FIVE HUNDRED THOUSAND) SHARES \$1 (ONE DOLLAR) PAR COMMON VOTING STOCK

500,000 (FIVE HUNDRED THOUSAND) SHARES \$100 (ONE HUNDRED DOLLAR) PAR PREFERRED, NON-VOTING CALLABLE, CUMULATIVE, STOCK WITH CALL RATE AND DIVIDEND CLASS ESTABLISHED BY THE BOARD OF DIRECTORS ON ISSUANCE OF STOCK.

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

List name(s), address(es) and specific title(s):

DAVID PANTEL 11575 Paul Russell Rd Unit #2901 TALLAHASSEE FL 32301 DIRECTOR/PRESIDENT

TOM KELLEY 2867 KILKIERANE DRIVE TALLAHASSEE FL 32309 DIRECTOR/VICE-PRESIDENT

CURT OWENS 2909 KEW COURT TALLAHASSEE, FL 32309 DIRECTOR/SECRETARY/TREASURER

CHERYL BARTON 405 PIONEER AVENUE LOWELL, AR 72745 DIRECTOR

RONALD M. KOENIG 2136 LAMBERT LANE TALLAHASSEE, FL 32301 DIRECTOR

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

SAXON ACCOUNTING & CONSULTING INC
2344 HANSEN LANE UNIT 1
TALLAHASSEE FL 32301

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

SAXON ACCOUNTING & CONSULTING INC
2344 HANSEN LANE UNIT 1
TALLAHASSEE FL 32301

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Kenneth M. Sapiro, CPA
Signature/Registered Agent

OCTOBER 23, 2006
Date

Kenneth M. Sapiro, CPA
Signature/Incorporator

OCTOBER 23, 2006
Date

ARTICLE VIII - BYLAWS

With the exception of any provisions which are illegal, violate fiduciary duties, place the corporation at risk, or are in conflict with the Articles of Incorporation, the Bylaws of the Corporation shall govern the Corporation, Board of Directors, and Officers. The Board of Directors shall have the authority to amend the Bylaws of the Corporation with such amendments becoming effective upon approval and acceptance by a minimum of 2/3 (two thirds) of the voting stock shares.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA