

**STATE OF GEORGIA
CERTIFICATE OF CONVERSION
FROM A DELAWARE CORPORATION
TO A GEORGIA LIMITED LIABILITY COMPANY
PURSUANT SECTION 14-11-212 OF THE
GEORGIA LIMITED LIABILITY COMPANY ACT**

2015 FEB 17 AM 10:36
SECRETARY OF STATE
CORPORATIONS DIVISION

I.

This election is made by Zone Access Technologies Inc., a Delaware corporation.

II.

The above referenced entity elects to become a Georgia limited liability company.

III.

This election shall be effective as of the date this Certificate of Conversion is filed by the Georgia Secretary of State.

IV.

This election as been approved as required by O.C.G.A. § 14-11-212(a).

V.

Filed with this Certificate of Conversion are Articles of Organization in the form required by O.C.G.A. § 14-11-204, setting forth a name for the limited liability company that satisfies the requirements of O.C.G.A. § 14-11-207. Such Articles of Organization shall be the Articles of Organization of the limited liability company formed pursuant to this election unless and until modified in accordance with the Georgia Limited Liability Company Act.

VI.

A written operating agreement has been entered into among the persons who will be the members of the limited liability company formed pursuant to this election. Such operating agreement will be effective immediately upon the effectiveness of this election, and provides for the manner and basis for converting the ownership interests in the entity making this election into interests as members of the limited liability company formed pursuant to this election.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion this 8 day of December, 2014.

By: 

Name: Michael Cumiskey

Title: President

**STATE OF GEORGIA
ARTICLES OF ORGANIZATION**

I.

The name of the Limited Liability Company is Zone Access Technologies, LLC.

II.

The principal place of business of the limited liability company is 2180 Satellite Blvd., Suite 400, Duluth, GA 30097.

III.

The name and address of the registered agent is:

Scott Wharton
3350 Riverwood Parkway
Suite 800
Atlanta, GA 30339
County: Cobb

IV.

The effective date of these Articles of Organization shall be the date on which they are accepted for filing by the Secretary of State of the State of Georgia.

V.

The organizer of the limited liability company is Scott Wharton.

VI.

The limited liability company shall be managed by one or more managers.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on this 08 day of December, 2014.

By: *Scott Wharton*
Name: Scott Wharton
Title: Organizer

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SECRETARY OF STATE
CORPORATIONS DIVISION



OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION
237 Coliseum Drive
Macon, Georgia 31217-3858
(404) 656-2817
sos.georgia.gov/corporations

Brian P. Kemp
Secretary of State

TRANSMITTAL INFORMATION
GEORGIA LIMITED LIABILITY COMPANY

IMPORTANT

Remember to include your e-mail address when completing this transmittal form.

Providing your e-mail address allows us to notify you via e-mail when we receive your filing and when we take action on your filing. Please enter your e-mail address on the line below. Thank you.

E-Mail: _____

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

1.	LLC Name Reservation Number (If one has been obtained; if articles are being filed without prior reservation, leave this line blank.)				
	<u>Zone Access, LLC</u>				
	LLC Name (List exactly as it appears in articles)				
2.	<u>Scott Wharton</u>				<u>770-953-0995</u>
	Name of person filing articles (Certificate will be mailed to this person at address below.)				Telephone Number
	<u>3350 Riverwood Pkwy Suite 800</u>				
	Address				
	<u>Atlanta</u>	<u>GA</u>			<u>30339</u>
	City	State			Zip Code
3.	<u>2180 Satellite Blvd. Suite 400</u>				
	Principal Office Mailing Address of LLC (Unlike registered office address, this may be a post office box.)				
	<u>Duluth</u>	<u>GA</u>			<u>30097</u>
	City	State			Zip Code
4.	<u>Scott Wharton</u>				
	Name of LLC's Registered Agent in Georgia				
	<u>3350 Riverwood Pkwy, Suite 800</u>				
	Registered Office Street Address in Georgia (Post office box or mail drop not acceptable for registered office address.)				
	<u>Atlanta</u>	<u>Cobb</u>	<u>GA</u>	<u>30339</u>	
	City	County	State	Zip Code	
5.	Name and Address of Each Organizer (Attach additional sheets if necessary.)				
	<u>Scott Wharton</u>	<u>3350 Riverwood Pkwy, Ste 800</u>	<u>Atlanta</u>	<u>GA</u>	<u>30339</u>
	Organizer	Address	City	State	Zip Code
	Organizer	Address	City	State	Zip Code
6.	Mail the following items to the Secretary of State at the above address:				
	1) This transmittal form;				
	2) The Articles of Organization; and				
	3) Filing fee of \$100.00 payable to Secretary of State. Filing fees are NON-refundable				
	Authorized Signature: <u>Scott Wharton</u>				Date: <u>2/18/15</u>
	Print Name: <u>Scott Wharton</u>				
	Signer's Capacity: (Choose one) <input type="checkbox"/> Member <input type="checkbox"/> Manager <input checked="" type="checkbox"/> Organizer <input type="checkbox"/> Attorney-in-fact				

Request certificates and obtain entity information via the Internet: sos.georgia.gov/corporations