

CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

L00000011805

CONTACT: CINDY HICKS

DATE: 9-28-00

100003409181--8
-09/29/00--01029--002
****180.00 ****180.00

REF. #: 0171

CORP. NAME: Accord Industries, LLC

- ARTICLES OF INCORPORATION ARTICLES OF AMENDMENT ARTICLES OF DISSOLUTION
- ANNUAL REPORT TRADEMARK/SERVICE MARK FICTITIOUS NAME
- FOREIGN QUALIFICATION LIMITED PARTNERSHIP LIMITED LIABILITY
- REINSTATEMENT MERGER WITHDRAWAL
- CERTIFICATE OF CANCELLATION UCC-1 UCC-3

OTHER: Certificate of Conversion

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 SEP 29 7:18:53

APPROVED
AND
FILED

STATE FEES PREPAID WITH CHECK# 8969 FOR \$ 180.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ _____

PLEASE RETURN:

- CERTIFIED COPY CERTIFICATE OF GOOD STANDING PLAIN STAMPED COPY
- CERTIFICATE OF STATUS

RECEIVED
00 SEP 28 PM 3:38
DIVISION OF CORPORATION

Examiner's Initials

JB
9-29-00

CERTIFICATE OF CONVERSION

Pursuant to Section 608.439, Florida Statutes, the following unincorporated business entity hereby submits the attached Articles of Organization and this Certificate of Conversion to a Florida limited liability company:

FIRST: The name of the unincorporated business entity immediately prior to filing this document was:

Accord Industries

SECOND: The date on which, and the jurisdiction in which, the unincorporated business entity was first created or otherwise came into being are:

A. Date: October 9, 1990

B. Jurisdiction: Florida

C. If different from the above-noted jurisdiction, the jurisdiction immediately prior to its conversion: Not applicable (jurisdiction is still Florida).

THIRD: The name of the limited liability company as set forth in the attached Articles of Organization is:

Accord Industries, LLC

FOURTH: The effective date of the conversion shall be the date of filing with the Florida Department of State.

FIFTH: This conversion has been approved by all of the partners of Accord Industries Company.

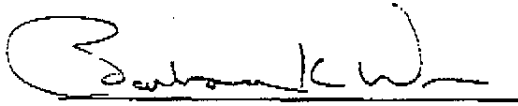
WEIR SYSTEM, INC., a Florida corporation and a member of Accord Industries, LLC

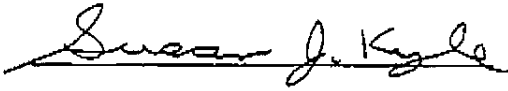
By: William C. Weir, III
William C. Weir, III, President

Handwritten signature: Jacquelin Cochran

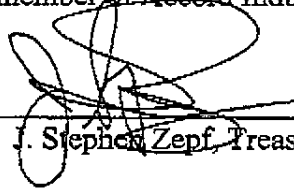
APPROVED AND FILED
00 SEP 29 AM 8:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

H VENTURE CORP., a Florida corporation
and a member of Accord Industries, LLC





By: _____



J. Stephen Zepf, Treasurer

(In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true.)

G:\TAX\CHE\cert-conv-accord.wpd

APPROVED
AND
FILED

00 SEP 29 AM 8:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

ACCORD INDUSTRIES, LLC

The undersigned, acting as organizer of this limited liability company pursuant to Chapter 608 of the Florida Statutes, hereby forms a limited liability company under the laws of the State of Florida and adopts the following Articles of Organization for such limited liability company:

ARTICLE I - NAME OF COMPANY

The name of the limited liability company is ACCORD INDUSTRIES, LLC. (the "Company").

ARTICLE II - PRINCIPAL OFFICE

The mailing address and street address of the principal office of the Company is 4001 Forsyth Road, Winter Park, Florida 32792.

ARTICLE III - REGISTERED AGENT AND REGISTERED OFFICE

The street address of the initial registered office of the Company in the State of Florida is 4001 Forsyth Road, Winter Park, Florida 32792. The name of the registered agent of the Company at that address is William C. Weir, III.

00 SEP 29 11 8: 53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

ARTICLE IV - MANAGEMENT

The Company is to be a member-managed company.

ARTICLE V - EFFECTIVE DATE

The effective date of these Articles of Organization, and the beginning of the existence of the Company, shall be the date of filing of these Articles of Organization with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned members, constituting all of the members of the Company, have made and subscribed these Articles of Organization this 28th day of September, 2000.

WEIR SYSTEM, INC., a Florida corporation and a member of Accord Industries Company, LLC

By: William C. Weir, III
William C. Weir, III, President

Rosemary Budd

H VENTURE CORP., a Florida corporation and a member of Accord Industries Company, LLC

By: J. Stephen Zepf
J. Stephen Zepf, Treasurer

Bonnie K. W.
Susan J. Kyle

FILED
00 SEP 29 4 18:53
TALLAHASSEE, FLORIDA
ATTORNEYS AND FILED

STATEMENT OF ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above referenced limited liability company, at the place designated in the foregoing Articles of Organization, I hereby accept such appointment and agree to act in such capacity. I further agree to comply with the provisions of all statutes relevant to the proper and complete performance of the duties of a registered agent, and I am familiar with, and accept the duties and obligations of, Section 608.415 of the Florida Statutes.


William C. Weir, III

Date: September 28, 2000.

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA