

LO1000011208

Holland & Knight LLP
Requester's Name

315 So. Calhoun Street
Address

425-5675
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Florida Coastal School of Law LLC
(Corporation Name) (Document #)

2. _____ (Corporation Name) (Document #) **400004468954--1**
-07/11/01--01022--009
****150.00 ****150.00

3. _____ (Corporation Name) (Document #)

4. ~~400004468954--1~~
~~-07/11/01--01022--009~~
~~****150.00 ****125.00~~
150.00
(Corporation Name) (Document #)

- Walk in
- Pick up time _____
- Certified Copy
- Mail out
- Will wait
- Photocopy
- Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

OTHER FILINGS

- Annual Report
- Fictitious Name

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 NOT RECORDED
 TO ACKNOWLEDGE
 SUFFICIENCY OF FILING
 JUL 11 AM 9:45

~~400004468954--1~~
~~-07/11/01--01022--009~~
~~****150.00 ****125.00~~

APPROVED
 AND
 FILED
 01 JUL 11 AM 10:52
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Examiner's Initials UP 11-01

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 convert to a Florida limited liability company.


1. The name of the unincorporated business immediately prior to filing this document was Florida Coastal School of Law, Ltd. *AP4000 001673*

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

- A. Date: 12/09/94
- B. Jurisdiction: Florida

3. The name of the limited liability company as set forth in the attached articles of organization is Florida Coastal School of Law LLC.

4. The conversion will be effective as of the date of filing of this Certificate of Conversion with the Secretary of State.



 Donald E. Lively, Member

JAXL #613146 v1

APPROVED
 AND
 FILED
 01 JUL 11 AM 10:52
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
FLORIDA COASTAL SCHOOL OF LAW LLC**

Pursuant to Section 608.407, Florida Statutes, Florida Coastal School of Law LLC hereby delivers for filing these Articles of Organization.

ARTICLE I. NAME

The name of the limited liability company is Florida Coastal School of Law LLC (the "Company").

ARTICLE II. ADDRESS

The Company's mailing address and the street address of its principal office is:

7555 Beach Blvd.
Jacksonville, FL 32216-3003

ARTICLE III. DURATION AND CONTINUATION

The Company's existence will commence on the date of filing these Articles of Organization, and the Company will exist perpetually, unless terminated in accordance with the Company's Operating Agreement.

ARTICLE IV. PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE V. REGISTERED AGENT AND OFFICE

The Company designates 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 as the street address of the initial registered office of the Company and names INTRASTATE REGISTERED AGENT CORPORATION the Company's initial registered agent at that address to accept service of process within this state.

ARTICLE VI. ADDITIONAL MEMBERS

Additional Members may be admitted as provided in the Operating Agreement of the Company.

ARTICLE VII. MEMBERS' RIGHTS TO CONTINUE BUSINESS

The right, if given, of the remaining Members of the Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or

01 JUL 11 AM 10:52
TALLAHASSEE, FLORIDA
DEPT. OF STATE

APPROVED
AND
FILED

dissolution of a Member or the occurrence of any other event that terminates the continued membership of a Member in the Company will be as provided in the Operating Agreement of the Company.

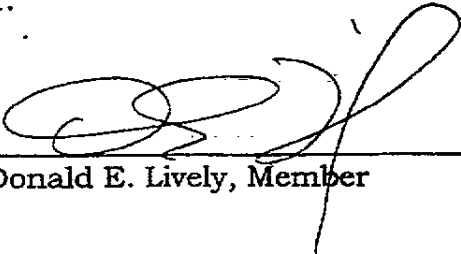
ARTICLE VIII. MANAGEMENT

The Company shall be manager-managed. The managers of the Company shall operate as a board of managers that shall be referred to as the Board of Governors. A member of the Board of Governors will retain such position until removed and replaced by the Members of the Company as provided in the Operating Agreement of the Company. The Board of Governors will have the obligations and responsibilities described in the Operating Agreement of the Company.

ARTICLE IX. OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company will be vested in the Members of the Company.

Dated this 9 day of July, 2001.



Donald E. Lively, Member

01 JUL 11 AM 10:52
SECRETARY OF STATE
FALLHASSEE, FLORIDA

APPROVED
AND
FILED

ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position.

INTRASTATE REGISTERED AGENT
CORPORATION

By: Donald W Wallis
Donald W. Wallis, Vice President
Registered Agent

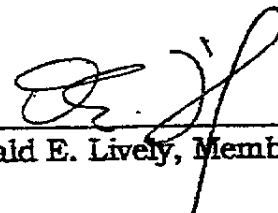
JAX1 #613196 v1

APPROVED
AND
FILED
01 JUL 11 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 convert to a Florida limited liability company:

1. The name of the unincorporated business immediately prior to filing this document was Florida Coastal School of Law, Ltd.
2. The date on which and the jurisdiction in which the unincorporated business was first created or otherwise came into being are:
 - A. Date: 12/09/94
 - B. Jurisdiction: Florida
3. The name of the limited liability company as set forth in the attached articles of organization is Florida Coastal School of Law LLC.
4. The conversion will be effective as of the date of filing of this Certificate of Conversion with the Secretary of State.



Donald E. Lively, Member

JAXL #613146 v1

01 JUL 11 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED