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REPLY TO: STEPHEN R. MOORHEAD
moorhead@pensacolalaw.com

L02000015347
June 18, 2002

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: *Dolphin Square, Ltd.*
Our File No. SRM-02-9273

500005858805--9
-06/19/02--01034--001
****190.00 ****180.00

Dear Sir or Madam:

Enclosed please find a Certificate of Conversion of Dolphin Square, Ltd., a Florida limited partnership to Dolphin Square, LLC, a Florida limited liability company, and an original and one copy of the Articles of Organization for Dolphin Square, LLC. Please file the Certificate of Conversion and Articles of Organization and return a certified copy of the Articles of Organization to the undersigned. Also enclosed is our firm check in the amount of \$190.00 for the following:

Filing fee of Certificate of Conversion	25.00
Filing fee of Articles of Organization	100.00
Certified copy of Record	30.00
Registered Agent fee	<u>25.00</u>
TOTAL	\$190.00

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TALLAHASSEE, FLORIDA

Please feel free to contact me should you have any questions or require additional information.

Thank you for your assistance in this matter.

Sincerely,

Stephen R. Moorhead

SRM/tls
Enclosures

L02-15347
QA 6/19

**CERTIFICATE OF CONVERSION
OF
Dolphin Square, Ltd., a Florida Limited Partnership,
TO
Dolphin Square, LLC, a Florida Limited Liability Company**

ARTICLE I — Prior Name:

The name of the Florida Limited Partnership immediately prior to the filing of this Certificate Of Conversion was Dolphin Square, Ltd.

ARTICLE II — Jurisdiction and Date of Formation:

/A13699
Dolphin Square, Ltd. was formed in Florida on December 29, 1982.

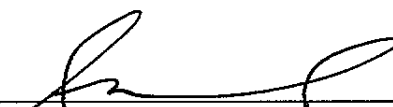
ARTICLE III — L.L.C. Name:

The name of the limited liability company as set forth in the articles of organization is Dolphin Square, LLC.

ARTICLE IV — Effective Date of Conversion:

The conversion evidenced by this certificate shall be effective upon the filing of this certificate of conversion or the articles of organization, whichever occurs last.

IN WITNESS WHEREOF, I have signed this Certificate of Conversion under Fla. Stat. § 608.439, and acknowledged it to be my act this 18 day of JUNE, 2002.


By: Stephen R. Moorhead,
Authorized Representative

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
DOLPHIN SQUARE, LLC**

ARTICLE I — Name:

The name of the limited liability company (hereinafter referred to as the “Company”) is

DOLPHIN SQUARE, LLC

ARTICLE II — Address:

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

4890 Bayou Blvd.
Pensacola, Florida 32503

ARTICLE III — Duration:

The period of duration for the Company shall be: Perpetual subject to Article VII hereof.

ARTICLE IV — Management:

The Company is to be managed by the members and the names and addresses of the initial Members are:

See attached Exhibit “A”

ARTICLE V — Registered Agent:

The name of the company’s initial registered agent in Florida is Stephen R. Moorhead. The address of the company’s initial registered office in Florida is 4300 Bayou Blvd., Suite 13, Pensacola, Florida 32503.

ARTICLE VI — Admission of Additional Members:

Members of the company have the right to admit new members. Additional members may

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be admitted only on the unanimous written consent of membership unit holder(s), and the membership unit holders shall determine the amount and nature of contributions by new members at the time the new members are admitted.

ARTICLE VII — Members' Rights to Continue Business:

The right, if given, of the remaining member(s) of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

The remaining member(s) of the company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company only upon the vote of a majority in interest of the remaining members.

ARTICLE VIII — Agency Authority of Members:

Subject to the provisions of the operating agreement of the company, no member or members of the company shall have authority as prescribed by Section 608.4235 of the Florida Limited Liability Company Act.


ARTICLE IX — Limited Liability:

Pursuant to Sections 608.4227 and 608.4228 of the Florida Limited Liability Company Act, the members shall not be personally liable for any debt, obligation, or liability of the Company regardless of whether the company or its members observe the usual company formalities or requirements relating to the exercise of its Company powers or management.

ARTICLE X — Additional Provisions:

The power to adopt, alter, amend, or repeal the regulations of the company is vested entirely in the member listed in Article IV of these Articles of Organization as may be amended from time to time.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 18 day of June, 2002.


Stephen R. Moorhead, Authorized Representative

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Exhibit "A"
Names and Addresses of Initial Members

R. T. Hay
4401 N. 12th Avenue
Pensacola, FL 32503

Kathleen Phillips
615 Bayshore Drive
Pensacola, FL 32507

George Matthews, III
484 Rocky Face Road
Sylva, NC 28779

William Averitte
3460 Smyer Drive
Pace, FL 32571

G.H. Hilbert, M.D.
1700 Scenic Hwy., Apt. 600
Pensacola, FL 32503

E.S. Havard, M.D.
4720 Abercrombie Circle
Pensacola, FL 32504

Alice P. Leonard
761 Gerhardt Drive
Pensacola, FL 32503

James S. Miller, M.D.
700 Baycliff Road
Gulf Breeze, FL 32561

Mary Anne Walker, as personal
representative of the Estate of
Joseph G. Miller, Jr., deceased
3256 Elcano Lane
Cantonment, FL 32533

Peter Von Wahlde
7 Pine Tree Drive
Gulf Breeze, FL 32561

Scott R. Green
4341 N.E. 139th Lane
Anthony, FL 32617-2333

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Jean Matthews
913 Ariola Drive
Pensacola Beach, FL 32561

Aubrey Hornsby, as successor
trustee of the Innes B. Hornsby
Revocable Trust
3956 Dunwoody Lane
Pensacola, FL 32503

Stephen R. Moorhead, P.A.
4300 Bayou Blvd., Suite 13
Pensacola, FL 32503-2671

Harrell Wiltshire, P.A.
201 E. Government Street
Pensacola, FL 32501

Carolyn McConnell Reeder and
Flora McConnell Hammond, as
Co-Trustees of the Revocable
Trust Agreement of Charles Fenner
McConnell dated September 14, 1995
105 Beach Drive
Gulf Breeze, FL 32561

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