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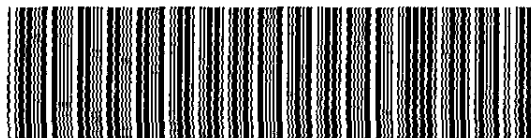
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03 AUG 13 AM 11:07
DIVISION OF CORPORATION

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03 AUG 13 PM 2:38
TALLAHASSEE, FLORIDA

BK

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

SKO Real Estate II LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- ___ Art of Inc. File _____
- ___ LTD Partnership File _____
- ___ Foreign Corp. File _____
- ✓ L.C. File Conu _____
- ___ Fictitious Name File _____
- ___ Trade/Service Mark _____
- ___ Merger File _____
- ___ Art. of Amend. File _____
- ___ RA Resignation _____
- ___ Dissolution / Withdrawal _____
- ___ Annual Report / Reinstatement _____
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- ___ Certificate of Status _____
- ___ Certificate of Fictitious Name _____
- ___ Corp Record Search _____
- ___ Officer Search _____
- ___ Fictitious Search _____
- ___ Fictitious Owner Search _____
- ___ Vehicle Search _____
- ___ Driving Record _____
- ___ UCC 1 or 3 File _____
- ___ UCC 11 Search _____
- ___ UCC 11 Retrieval _____
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Signature _____

Requested by: SW 8/12

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

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:

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SECTION 608.439
FALLING OUT OF THE

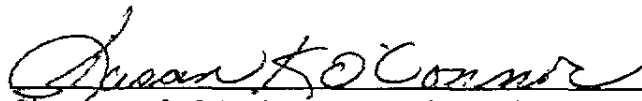
FIRST: The name of the unincorporated business immediately prior to filing this document was:
JOHN L. O'CONNOR AND SUSAN O'CONNOR, HUSBAND AND WIFE,
PARTNERS, BODY BIZZ PARTNERSHIP

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

- A. Date: 11/1/96
- B. Jurisdiction: FL
- C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: n/a

THIRD: The name of the limited liability company as set forth in the attached articles of organization is:

SKO REAL ESTATE II, LLC



Signature of a Member or an Authorized Representative of a Member
(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

SUSAN O'CONNOR, PARTNER

Typed or Printed Name of Signee

FILING FEES:

\$100.00 Filing Fee for Articles of Organization
\$ 25.00 Filing Fee for Registered Agent Designation
\$ 25.00 Filing Fee for Certificate of Conversion
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

(Note: Section 608.439, F.S., does not provide for a corporation to convert to a limited liability company.)

**ARTICLES OF ORGANIZATION OF
SKO REAL ESTATE II, LLC**

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STATE OF FLORIDA
TALLAHASSEE

The undersigned, SUSAN O'CONNOR, a natural person competent to contract and a member of SKO REAL ESTATE II, LLC, hereby presents these Articles of Organization as the Articles of Organization of SKO REAL ESTATE II, LLC, a limited liability company formed under the provisions of Chapter 608, Florida Statutes.

ARTICLE I - NAME

The name of the limited liability company is:

SKO REAL ESTATE II, LLC

This limited liability company is referred to in these articles of organization as the "Company."

ARTICLE II - PRINCIPAL OFFICE ADDRESS

The mailing and street address of the principal office of the Company is 1110 North 9th Avenue, Pensacola, Florida 32501.

ARTICLE III - PURPOSES AND POWERS

This Company is organized for any legal and lawful purpose for which a limited liability company may be organized and may exercise all powers and rights which a limited liability company may exercise under the Florida Limited Liability Company Act.

ARTICLE IV - COMMENCEMENT AND TERM OF EXISTENCE

The date for commencement of the Company's existence shall be the date of filing of these Articles of Organization. The Company shall have a perpetual existence unless the Company is terminated as provided in its Operating Agreement.

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Sec. of State

ARTICLE V - REGISTERED OFFICE AND AGENT

The address of the registered office of the Company is 1110 North 9th Avenue, Pensacola, Florida 32501, and the name of the registered agent at that address is Susan O'Connor.

ARTICLE VI - MANAGEMENT

The Company shall be managed by its members in accordance with the terms of the Operating Agreement of the Company. The names and addresses of the initial members are as follows:

John L. O'Connor
1110 North 9th Avenue
Pensacola, FL 32501

Susan O'Connor
1110 North 9th Avenue
Pensacola, FL 32501

ARTICLE VII - ADMISSION OF ADDITIONAL MEMBERS

Members shall have the right to admit new members in accordance with the terms of the Operating Agreement for the Company. Contributions required of new members shall be determined as of the time of admission to the Company.

ARTICLE VIII - RESTRICTION ON MEMBERSHIP

A member may not sell or otherwise transfer his or her interest in the Company, whether represented by membership units, certificates, or a percentage interest in the Company, until the member has complied with the restrictions, including a right of first refusal, contained in the Operating Agreement for the Company.

ARTICLE IX - AMENDMENT

Unless otherwise provided in the Operating Agreement for the Company, these Articles of Organization or any amendment thereto may be amended in accordance with the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned member of the Company has executed these Articles of Organization on the date set forth below.

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TALLAHASSEE, FLORIDA

MEMBER:

Susan O'Connor
SUSAN O'CONNOR

Date: July 15, 2003, 2003

REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of SKO REAL ESTATE II, LLC. Further, I am familiar with and accept the duties and obligations of such designation.

Susan O'Connor
SUSAN O'CONNOR