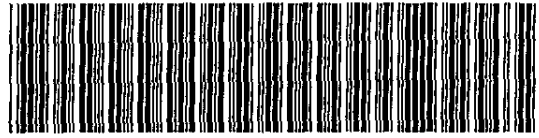


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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LEWIS ANSBACHER
MICHAEL N. SCHNEIDER
LAWRENCE V. ANSBACHER

TELEPHONE (904) 296-0100
FACSIMILE (904) 296-2842
WRITER'S INTERNET ADDRESS:
MICHAELSCHEIDER@JAXLAW.COM
DIRECT LINE: (904) 296-0637 X3002

October 27, 2004

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

Re: Beemer & Associates II, L.L.C.

Dear Sir or Madam:

I enclose the following documents with regard to the formation of the above referenced LLC:

1. Articles of Organization
2. Certificate of Designation of Registered Agent/Registered Office
3. Certificate of Conversion to a Limited Liability Company
4. Check number 1550 in the amount of \$150.00

Please send all correspondence relating to Beemer & Associates II, L.L.C. to the attention of the limited liability company's Registered Agent as follows:

Michael N. Schneider, Esq.
Ansbacher & Schneider, P.A.
P.O. Box 551260
Jacksonville, FL 32255-1260

If you need anything further, please call me at (904) 296-0100.

Very truly yours,

Ansbacher & Schneider, P.A.


Jan Beck
Legal Assistant

/jb
Enclosures
951026.06

**CERTIFICATE OF CONVERSION TO A
LIMITED LIABILITY COMPANY OF
BEEMER & ASSOCIATES II, L.L.C.**

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SECRETARY OF STATE
STATE OF FLORIDA

Pursuant to Section 608.439 of the Florida Statutes, Beemer & Associates II, Ltd., a Florida limited partnership, hereby submits the attached Articles of Organization and this Certificate of Conversion to convert to a Florida limited liability company.

ARTICLE I

The name of the business immediately prior to filing this Certificate of Conversion was Beemer & Associates II, Ltd.

ARTICLE II

Beemer & Associates II, Ltd. was formed in the State of Florida on January 10, 1996. *A96-71*

ARTICLE III

Beemer & Associates II, Ltd., a Florida limited partnership, after conversion to a limited liability company, shall be known as Beemer & Associates II, L.L.C., a Florida limited liability company, as set forth in the attached Articles of Organization of Beemer & Associates II, L.L.C. The effective date of the conversion to a limited liability company shall be on filing of the Certificate of Conversion.

ARTICLE IV

All property, real, personal, and mixed, and all debts due to such other entity, as well as all other things and causes of action belonging to such other entity, shall be vested in the domestic limited liability company and shall thereafter be the property of the domestic limited liability company as they were of the other entity that has converted.

IN WITNESS WHEREOF, this Certificate of Conversion to a limited liability company has been duly executed.



Michael N. Schneider,
Authorized Representative

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**ARTICLES OF ORGANIZATION OF
BEEMER & ASSOCIATES II, L.L.C.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this Limited Liability Company shall be Beemer & Associates II, L.L.C. a limited liability company.

ARTICLE II

Beemer & Associates II, L.L.C. shall have perpetual existence.

ARTICLE III

Beemer & Associates II, L.L.C. is created to engage in any lawful act, business or activity for which limited liability companies may be formed under the laws of the State of Florida and to do any and all other things which are necessary, desirable or incidental to the foregoing purpose.

ARTICLE IV

The principal place of business of Beemer & Associates II, L.L.C. shall be 13947 Beach Blvd., Suite 210, Jacksonville, Florida 32224 and the mailing address shall be Ansbacher & Schneider, P.A., P.O. Box 551260, Jacksonville, Florida 32255, and such other place or places as the Members from time to time may determine.

The initial registered agent of Beemer & Associates II, L.L.C. shall be Michael N. Schneider whose address is 5150 Belfort Road, Building 100, Jacksonville, Florida 32256.

ARTICLE V

Beemer & Associates II, L.L.C. will be managed by a Manager who is one of its Members and whose name is Mike Ashourian and whose address is 13947 Beach Blvd., Suite 210, Jacksonville, Florida 32224.

Michael N. Schneider
Fl. Bar No. 166929
Ansbacher & Schneider, P.A.
P.O. Box 551260
Jacksonville, FL 32255
(904) 296-0100

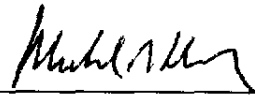
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ARTICLE VI

Upon 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 Beemer & Associates II, L.L.C., such Member's successor in interest together with the remaining Members of Beemer & Associates II, L.L.C. shall continue the business of Beemer & Associates II, L.L.C.

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CLERK OF THE STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, these Articles of Organization have been duly executed.



Michael N. Schneider
Authorized Representative

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned limited liability company submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the organization is Beemer & Associates II, L.L.C., a Limited Liability Company.

The name and address of the registered agent and office is:

Michael N. Schneider
5150 Belfort Road, Building 100
Jacksonville, FL 32255

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Michael N. Schneider, Registered Agent

10/27/2004

Date