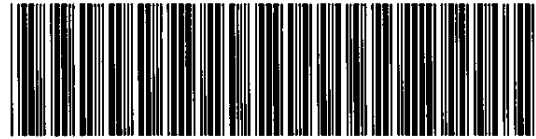


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

A916-2288

(Document Number)

12-02-96

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2006 MAY 30 P 3: 32

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TALLAHASSEE, FLORIDA
1901 S. Harbor City Blvd.
Suite 500
Melbourne, Florida 32901
(321) 433-3776
Fax: (321) 723-4092

Harry A. Jones
Attorney at Law
Certified Public Accountant (Ga.)
hjones009@bellsouth.net

4420 S. Washington Avenue
Titusville, Florida 32780
(321) 264-0334
Fax: (321) 269-6840

REPLY TO:
() Titusville
() Melbourne

April 28, 2006

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32301

Re: Certificate of Conversion and Articles of Organization of
MBP Properties, L.L.C.

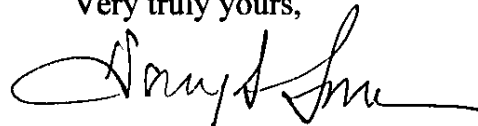
Dear Sir/Madam:

Enclosed find an original and one copy of Certificate of Conversion and Articles of Organization for the above-captioned Limited Liability Company, together with check in the sum of \$150.00 (\$25.00 for the Certificate of Conversion and \$125.00 for the Articles of Organization) to cover your filing fees.

Please stamp the copy of the Certificate of Conversion and Articles of Organization with the date received in your office and return to the undersigned.

Thank you for your assistance in this matter: -

Very truly yours,



Harry A. Jones

HAJ/
Enc.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

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2006 MAY 30 P 3: 32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 10, 2006

HARRY A. JONES
1901 S. HARBOR CITY BLVD.
SUITE 500
MELBOURNE C, FL 32901

SUBJECT: MBP PARTNERSHIP, LTD.
Ref. Number: A96000002288

We have received your document for MBP PARTNERSHIP, LTD., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$150.00.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt
Document Specialist

Letter Number: 306A00033111

Harry A. Jones
Attorney at Law
Certified Public Accountant (GA)

4420 S. Washington Avenue
Titusville, Florida 32780
Tel: (321) 264-0334
Fax: (321) 269-6840

hjones009@bellsouth.net

REPLY TO:
() Titusville
() Melbourne

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2006 MAY 30 P 3: 32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1901 S. Harbor City Blvd.
Suite 500
Melbourne, Florida 32901
Tel: (321) 984-2700
Fax: (321) 723-4092

May 16, 2006

Ms. Agnes Lunt
Document Specialist
Division of Corporations
P O. Box 6327
Tallahassee, FL 32314

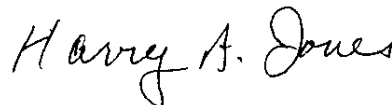
RE: MBP Partnership, Ltd
Ref #: A96000002288

Dear Ms. Lunt:

Enclosed is a copy of your recent correspondence and our firm's check in the amount of \$150.00 to cover your fee. I apologize for the oversight. Please process the document as soon as possible and provide us with a copy.

Thank you.

Very truly yours,



Harry A. Jones
(Signed in absence to avoid delay)

HAI/smg
Encl

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CERTIFICATE OF CONVERSION

2006 MAY 30 P 3: 32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 608.439, Florida Statutes, the following unincorporated business entity formerly doing business as a Limited Partnership hereby submits the attached Articles of Organization and this Certificate of Conversion to convert to a Florida Limited Liability Company:

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

MBP PARTNERSHIP, LTD.

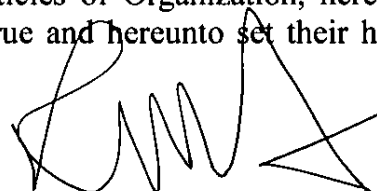
Second: The date on which and the jurisdiction in which the unincorporated business was first created or otherwise came into being are:

- A. Date: December 2, 1996
- B. Jurisdiction: Florida
- C. If different from the above-noted jurisdiction, the jurisdiction immediately prior to its conversion: N/A

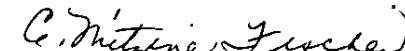
Third: The name of the Limited Liability Company as set forth in the attached Articles of Organization is:

MBP PROPERTIES , L.L.C.

IN WITNESS WHEREOF, the undersigned members do make and file this Certificate of Conversion and attached Articles of Organization, hereby declaring and certifying that the facts herein stated are true and hereunto set their hand and seal this 28th day of Feb, 2006.



Robert M. Fischer


C. Mitzi Fischer

STATE OF FLORIDA
COUNTY OF BREVARD

FILED

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Robert M. Fischer and C. Mitzine Fischer, known to me, and they acknowledged executing the foregoing instrument freely and voluntarily under authority duly vested in them. Said persons () are personally known to me or () presented drivers licenses as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 28th day of Feb, 2006.



Notary Public

My Commission Expires:



Sandra E Kennedy
My Commission DD346756
Expires September 22, 2008

**ARTICLES OF ORGANIZATION
OF MBP PROPERTIES, L.L.C.**

FILED

The undersigned subscriber to these Articles of Organization and intending to form and create a Limited Liability Company pursuant to the statutes of the State of Florida, does hereby state and certify the following:

2006 MAY 30 10 30 AM
T. SECRETARY
TALLAHASSEE, FLORIDA

I.

The name of the Limited Liability Company shall be MBP PROPERTIES, L.L.C.

II.

The mailing and street address of the Limited Liability Company and its principal office is: 3810 Lost Tree Court, Titusville, Fl 32796.

III.

The name and street address of the initial registered agent of the Limited Liability Company in the State of Florida is Robert M. Fischer, 3810 Lost Tree Court, Titusville, Fl 32796

IV.

The Limited Liability Company shall be managed by its managers(s) and the activities of the Limited Liability Company shall be conducted as a Manager-managed company in accordance with the terms of the Limited Liability Company Operating Agreement.

The name and address of the Initial Managers of the Limited Liability Company are as follows:

Name	Address
Robert M. Fischer	3810 Lost Tree Court Titusville, Fl 32796
C. Mitzine Fischer	3810 Lost Tree Court Titusville, Fl 32796

VI.

FILED

The Limited Liability Company shall be initially organized with ²⁰⁰⁶Two (2) members. The name and address of the Initial Members of the Limited Liability Company is: 32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name	Address
Robert M. Fischer	3810 Lost Tree Court Titusville, Fl 32796
C. Mitzine Fischer	3810 Lost Tree Court Titusville, Fl 32796

VII.

The Limited Liability Company shall have the right to add additional members according to the terms of the Limited Liability Company Operating Agreement.

VIII.

This Limited Liability Company shall exist perpetually.

IN WITNESS WHEREOF, the undersigned, in their respective capacities as initial member and initial manager for the purpose of forming a Limited Liability Company under the laws of the State of Florida, do make and file these Articles of Organization, hereby declaring and certifying that the facts herein stated are true and hereunto set their hands and seal this 28th day of Feb., 2006.

Initial Members:



Robert M. Fischer



C. Mitzine Fischer

Initial Managers:



Robert M. Fischer



C. Mitzine Fischer

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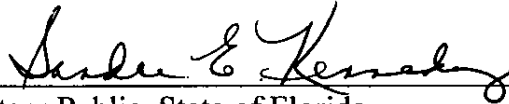
2006 MAY 30 P 3: 32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared. ROBERT M. FISCHER and C. MITZINE FISCHER known to me to be the persons who executed the foregoing Articles of Organization, and acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed, as Initial Members and Initial Managers.

WITNESS my hand and official seal this 28th day of Feb, 2006.



Notary Public, State of Florida
My Commission Expires:



Sandra E Kennedy
My Commission DD348756
Expires September 22, 2008

STATEMENT OF DESIGNATION AND ACCEPTANCE
OF INITIAL REGISTERED AGENT AND REGISTERED OFFICE

MBP PROPERTIES, L.L.C.

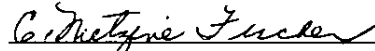
Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned hereby files this statement of the designation and acceptance of the initial registered agent of the Limited Liability Company.

The street address of the initial registered office of this Limited Liability Company is 3810 Lost Tree Court, Titusville, Fl 32796 and the name of the initial registered agent of this Limited Liability Company at that address is ROBERT M. FISCHER.

DATED this 28th day of Feb., 2006.



Robert M. Fischer, Manager



C. Mitzine Fischer, Manager

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I hereby accept appointment as the registered agent of MBP PROPERTIES, L.L.C. at the initial registered office of the Limited Liability Company at 3810 Lost Tree Court, Titusville, Fl 32796



Robert M. Fischer