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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

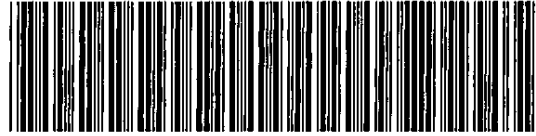
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: AMA Tesone Development LLC
(Name of Resulting Florida Limited Company)

The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 608.439, F.S.

Please return all correspondence concerning this matter to:

Derrick Eihausen
(Contact Person)

Knott, Consoer, Ebelini, Hart & Swett, P.A.
(Firm/Company)

1625 Hendry Street, Suite 301
(Address)

Ft. Myers, FL 33901
(City, State and Zip Code)

For further information concerning this matter, please call:

Kate Eyler at (239) 334-2722
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$150.00 Filing Fees (\$25 for Conversion & \$125 for Articles of Organization)
- \$155.00 Filing Fees and Certificate of Status
- \$180.00 Filing Fees and Certified Copy
- \$185.00 Filing Fees, Certified Copy, and Certificate of Status

STREET ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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**CERTIFICATE OF CONVERSION
FROM A COMMON LAW TRUST TO
A LIMITED LIABILITY COMPANY**
(Pursuant to Florida Statutes § 608.439)

AMA Tesone Development, LLC (hereinafter called the "Company"), a limited liability company organized and existing under and by virtue of the Limited Liability Company Act of the State of Florida, does hereby certify:

1. The other entity being converted is a Florida common law trust dated June 8, 2006, whose trustee is Meir Alice, created in the State of Florida.
2. The name of the other entity immediately prior to the filing of this Certificate of Conversion is TESONE TRUST.
3. The name of the Limited Liability Company is AMA Tesone Development, LLC.
4. The conversion of TESONE TRUST, a Florida common law trust, into AMA Tesone Development, LLC, a Florida limited liability company, shall be effective immediately upon the filing of this certificate of conversion and the articles of organization.

Date: October 3, 2006

By: 
 Derrick S. Eihausen
 Authorized Agent

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
OF
AMA TESONE DEVELOPMENT, LLC

The undersigned hereby forms and organizes a limited liability company pursuant to Section 608.407 of the Florida Limited Liability Company Act (the "Act") and adopts the following Articles of Organization of AMA Tesone Development, LLC (the "Company"):

ARTICLE ONE

NAME

The name of the limited liability company is AMA TESONE DEVELOPMENT, LLC

ARTICLE TWO

ADDRESS

The mailing address and street address of the principal office of the Company is 5710 SW, Naples, FL 34116

ARTICLE THREE

INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Company is: Derrick Eihausen, 1625 Hendry Street, Third Floor, Fort Myers, Florida 33902.

ARTICLE FOUR

MANAGEMENT

The Company will be a manager-managed company.

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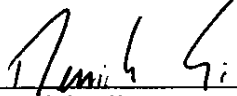
ARTICLE FIVE

INDEMNIFICATION

To the fullest extent permitted by law, the Company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he/she is or was a manager or a managing member of the Company or is or was serving at the request of the Company as a manager, managing member, officer, employee or agent of another limited liability company, corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including the appeal thereof, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The Company shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him/her in connection with any such liability in the manner provided for by law or in accordance with the regulations of the Company.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Company to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

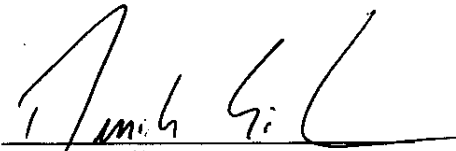
IN WITNESS WHEREOF, these Articles of Organization have been executed an authorized representative of a Member of the Company as of the 14th day of September 2006.


Derrick Eihausen,
Authorized Representative

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for AMA Tesone Development, LLC, in the foregoing Articles of Organization, I, Derrick Eihausen, hereby agree to accept service of process for said limited liability company and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.


Derrick Eihausen

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