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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

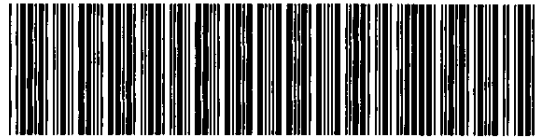
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RICHARD S. "SPIKE" FITZPATRICK
(1948 - 2006)
CHARLES B. FITZPATRICK
(1923 - 1986)

October 10, 2007

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

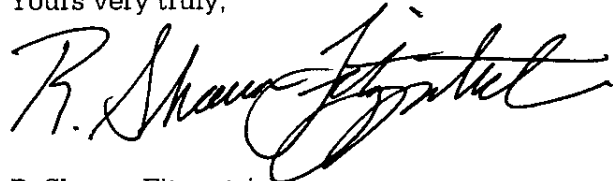
Re: Highland Blvd. Properties, L.L.C.

Gentlemen:

I enclose herewith original Articles of Organization and Designation of Registered Agent for the above referenced limited liability company. Our check in the amount of \$155.00 payable to the Florida Department of State is enclosed covering the following costs:

Filing Fee	\$125.00
Certificate of Conversion	<u>25.00</u>
Total Fee Enclosed	<u>\$150.00</u>

Yours very truly,



R. Shawn Fitzpatrick

RSF/glf
Enclosure

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

This Certificate of Conversion **and attached Articles of Organization** are submitted to convert the following **"Other Business Entity"** into a **Florida Limited Liability Company** in accordance with s.608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

Highland Boulevard Real Property Partnership *GPO70000516*

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a General Partnership.
(Enter entity type. Example: corporation, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Florida
(Enter state, or if a non-U.S. entity, the name of the country)

on February 18, 2000.
(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

4. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:

Highland Blvd. Properties, L.L.C.

(Enter Name of Florida Limited Liability Company)

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5. If not effective on the date of filing, enter the effective date: _____.
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

Signed this 8th day of October 2007.

Signature of Authorized Person: 

Printed Name: Linda C. VanAllen Title: Managing Member

Fees:

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

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**ARTICLES OF ORGANIZATION
FOR FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

Article 1. Name. The name of the limited liability company (hereinafter "Company") shall be:

HIGHLAND BLVD. PROPERTIES, L.L.C.

Article 2. Address. The mailing address and street address of the principal office of the Limited Liability Company is:

Mailing Address: **P. O. Box 583, Inverness, Florida 34451**

Street Address: **117 North Seminole Avenue, Inverness, Florida 34450**

Article 3. Registered Office and Agent. The name and street address of the registered agent of the Company in the state of Florida is:

**R. Shawn Fitzpatrick
213 North Apopka Avenue
Inverness, Florida 34450**

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Article 4. Capital Contributions. The members of the Company shall contribute to the capital of the Company the cash or property set forth in the attached Affidavit of Membership and Contributions.

Article 5. Profit Sharing. The members of the Company shall share the Company's profits in equal proportion to each member's capital contribution.

Article 6. Additional Capital Contributions. Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members.

Article 7. Admission of New Members. No additional members shall be admitted to the Company without the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined and agreed to by all members. A member may transfer his or her interest in the Company, however the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all of the members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

Article 8. Members' Right to Continue Business. The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by unanimous vote of all the remaining members.

Article 9. Management. The Company shall be managed by the members. The members of the Company may adopt an Operating Agreement for the management of the business and affairs of the Company. The Operating Agreement may contain provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization. The names and addresses of the managing members of the Company are

Nancy B. Fitzpatrick - MGRM
105 West Highland Boulevard
Inverness, Florida 34452

Linda C. Van Allen - MGRM
117 North Seminole Avenue
Inverness, Florida 34450

Sandra C. Himmel - MGRM
201 West Highland Boulevard
Inverness, Florida 34452

Article 10. Duration. The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is dissolved earlier as provided in these articles of organization or in the Operating Agreement.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Inverness, Florida, on the 8th day of October, 2007.

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.



NANCY B. FITZPATRICK, Managing Member



LINDA C. VAN ALLEN, Managing Member



SANDRA C. HIMMEL, Managing Member

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

Under the provisions of F.S. 608.415, **HIGHLAND BLVD. PROPERTIES, L.L.C.**, submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is: **HIGHLAND BLVD. PROPERTIES, L.L.C.**

2. The name and street address of the registered agent in Florida are:

**R. Shawn Fitzpatrick
213 North Apopka Avenue
Inverness, Florida 34450**

The undersigned, being the person named in the articles of organization of **HIGHLAND BLVD. PROPERTIES, L.L.C.**, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent, as defined by Chapter 608, Florida Statutes.

Dated this 8th day of October, 2007.

By: 
R. Shawn Fitzpatrick, Registered Agent

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