

L07000127383

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

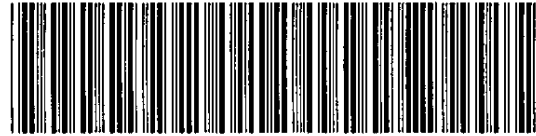
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

07 DEC 27 AM 11:14

RECEIVED

EFFECTIVE DATE 12/31/07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 DEC 27 PM 2:02

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PK

12/27

CORPDIRECT AGENTS, INC. (formerly CCRS),
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

EFFECTIVE DATE 12/31/07

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TALLAHASSEE, FLORIDA

CONTACT: ASHLEY SMITH

DATE: 12-27-2007

REF. #: 000164.79061

CORP. NAME: SHADOWBAY PARTNERS, LTD.

- ARTICLES OF INCORPORATION ARTICLES OF AMENDMENT ARTICLES OF DISSOLUTION
- ANNUAL REPORT TRADEMARK/SERVICE MARK FICTITIOUS NAME
- FOREIGN QUALIFICATION LIMITED PARTNERSHIP LIMITED LIABILITY
- REINSTATEMENT MERGER WITHDRAWAL
- CERTIFICATE OF CANCELLATION
- OTHER: CERTIFICATE OF CONVERSION

STATE FEES PREPAID WITH CHECK# 524126 FOR \$ 180.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- CERTIFIED COPY CERTIFICATE OF GOOD STANDING PLAIN STAMPED COPY
- CERTIFICATE OF STATUS

Examiner's Initials

EFFECTIVE DATE 12/31/07

CERTIFICATE OF CONVERSION
FOR
"OTHER BUSINESS ENTITY"
INTO

FLORIDA LIMITED LIABILITY COMPANY

FILED
07 DEC 27 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

SHADOWBAY PARTNERS, LTD.

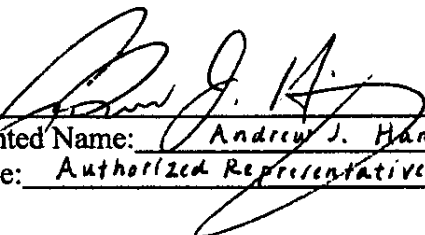
2. The "Other Business Entity" is a limited partnership organized under the laws of the State of Texas on December 27, 1999.

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

SHADOWBAY PARTNERS, LLC

4. The effective date of this Certificate of Conversion shall be December 31, 2007.

Signed this 26th day of December 2007.

By: 
Printed Name: Andrew J. Hannigan
Title: Authorized Representative

EFFECTIVE DATE 12/31/07

ARTICLES OF ORGANIZATION
OF
SHADOWBAY PARTNERS, LLC

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07 DEC 27 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name and Duration

The name of this limited liability company is SHADOWBAY PARTNERS, LLC (the "Company"). The duration of the Company shall commence on December 31, 2007 and shall be perpetual.

ARTICLE II

Principal Office and Mailing Address

The street address of the principal office of the Company is 300 South Interlachen Avenue, Unit 401, Winter Park, Florida 32789 and the mailing address of the Company is 300 South Interlachen Avenue, Unit 401, Winter Park, Florida 32789, or such other place as the manager of the Company may determine from time to time.

ARTICLE III

Registered Office and Agent

The address of the registered office of the Company in the State of Florida is 300 South Interlachen Avenue, Unit 401, Winter Park, Florida 32789. The name of the registered agent at such address is Andrew J. Hannigan.

ARTICLE IV

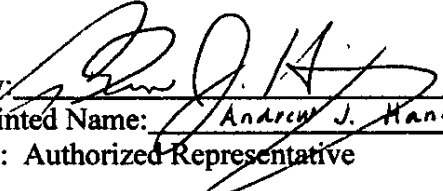
Manager

The name and address of the manager of the Company is Jennifer Hannigan, 475 Timber Ridge, Longwood, Florida 32779.

ARTICLE V

Effective Date

The effective date of these Articles of Organization of the Company is December 31, 2007.

By: 
Printed Name: Andrew J. Hannigan
Its: Authorized Representative

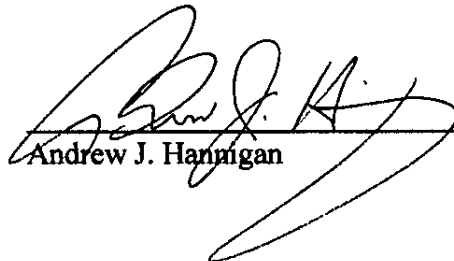
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Florida Statute Section 608.415, SHADOWBAY PARTNERS, LLC submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the limited liability company is SHADOWBAY PARTNERS, LLC.
2. The name and address of the registered agent and office is: Andrew J. Hannigan, 300 South Interlachen Avenue, Unit 401, Winter Park, Florida 32789.

Having been named as registered agent and to accept service of process for the above-named limited liability company at the place designated in this certificate, the undersigned hereby 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 duties, and is familiar with and accepts the obligations of the position as registered agent.

Dated this 31st day of December, 2007.



Andrew J. Hannigan