

LOT000128273

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

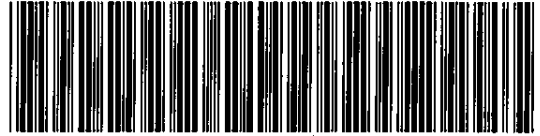
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100113068171

12/13/07--01030--004 **150.00

FILED

07 DEC 31 PM 3:33

SECRETARY OF STATE
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 14, 2007

GASSMAN, BATES & ASSOCIATES, P.A.
ALAN S. GASSMAN
1245 COURT STREET, SUITE 102
CLEARWATER, FL 33756

SUBJECT: LYONS INVESTMENTS, L.L.C.
Ref. Number: W07000060622

We have received your document for LYONS INVESTMENTS, L.L.C. and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Section 608.406, Florida Statutes, was amended effective July 1, 2007, to require the name of a limited liability company to be distinguishable from the names of all other filings filed with the Division of Corporations, except for fictitious name registrations and general partnership registrations.

Please select a new name and make the correction in all the appropriate places. One or more words may be added to make the name distinguishable from the one presently on file. Adding of Florida or Florida to the end of the name is not acceptable. A search for name availability can be made on the Internet through the Division's records at www.sunbiz.org.

Please note the name of a limited liability company must end with the words Limited Liability Company, the abbreviation L.L.C., or the designation LLC. The word Limited may be abbreviated as Ltd. and the word Company may be abbreviated as Co. The following suffixes are no longer acceptable: Limited Company, L.C., and LC.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Neysa Culligan
Document Specialist

Letter Number: 807A00070130

GASSMAN, BATES & ASSOCIATES, P.A.
ATTORNEYS AT LAW

ALAN S. GASSMAN **
LONDON L. BATES **†
KENNETH J. CROTTY ***

1245 COURT STREET
SUITE 102
CLEARWATER, FL 33756
PHONE: (727) 442-1200
FAX: (727) 443-5829
GassmanBatesLawGroup.com

- * LL. M. IN TAXATION
- + BOARD CERTIFIED LAWYER IN
WILLS, TRUSTS AND ESTATES
- ** CERTIFIED PUBLIC ACCOUNTANT
- *** LL. M. IN ESTATE PLANNING
- † CERTIFIED CIRCUIT COURT MEDIATOR
Florida Department of State
Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

December 27, 2007
VIA DHL

Re: Reference Number W07000060622

Dear Sirs/Madams:

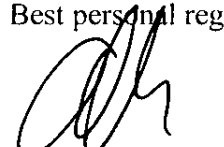
With reference to our prior filing for LYONS INVESTMENTS, L.L.C., Reference Number W07000060622, attached please find a **revised** Certificate of Conversion whereby LYONS LIMITED PARTNERSHIP, L.L.L.P., a Colorado limited liability limited partnership, will convert into **BD LYONS INVESTMENTS, L.L.C.**

The Articles of Organization of BD LYONS INVESTMENTS, L.L.C. (a Florida limited liability company) are also attached. The \$150 filing fee was submitted as part of our original filing and should be applied to this filing.

Please provide our office with confirmation of filing.

If you have any questions on the attached, please contact Tina Arvin of my office at 727-442-1200.

Best personal regards,


Alan S. Gassman

ASG:jas

Enclosures

cc: Mr. and Mrs. Robert E. Lyons (w/encls.)
Gregory L. Gresham, CPA (w/encls.)

J:\Lyons, Robert Eugene\BD LYONS INVESTMENTS, L.L.C\FL Sec. of State.2.wpd
6003-6

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

FILED
07 DEC 31 PM 3:33
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:

LYONS LIMITED PARTNERSHIP, L.L.P.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a **limited liability limited 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 **Colorado**
(Enter state, or if a non-U.S. entity, the name of the country)

on **09/17/2003**

(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**:

BD LYONS INVESTMENTS, L.L.C.

(Enter Name of Florida Limited Liability Company)

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 27th day of December 2007.

Signature of Authorized Person: 

Printed Name: Alan S. Gassman, Esquire Title: Authorized Representative

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)

FILED
07 DEC 31 PM 3:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is: **BD LYONS INVESTMENTS, L.L.C.**

ARTICLE II - Address:

The mailing address of the Limited Liability Company is:

P.O. Box 152
Largo, FL 33779

The street address of the principal office of the Limited Liability Company is:

12891 74th Avenue North
Seminole, FL 33776

FILED
07 DEC 31 PM 3:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE III - Written Operating Agreement

Any operating agreement entered into by the Members of the Limited Liability Company, and any amendments or restatements thereof, shall be in writing, and shall govern all matters relating to the governance of the affairs of the Limited Liability Company, the conduct of its business and the relations of its Members, including without limitation, the amendment of these Articles. No oral agreement among any of the Members or Managers of the Limited Liability Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, any written operating agreement of the Limited Liability Company, as amended and in existence from time to time.

ARTICLE IV - Voting and Non-Voting Membership Interests

The Company shall consist of one percent (1%) of the ownership interests having voting Membership rights and ninety-nine percent (99%) of the ownership interests have non-voting Membership rights. The holders of the one percent (1%) voting Membership Units shall have a fiduciary duty to vote their Membership Interests based upon the same standard which applies to General Partners of a Limited Partnership in the State of Florida. The non-voting Members shall have rights as provided under the Florida Statutes, and as would apply to the Limited Partners of a Florida Limited Partnership. The Members may designate by written agreement and/or certificate of ownership whether Membership Interests that they are acquiring are voting or non-voting, but if not specifically designated, any issued Member Interests shall be considered to be non-voting. The holders of voting Membership Units may be referred to as Managing Members and the holders of non-voting Membership Units may be referred to Non-Managing Members.

ARTICLE IV - Registered Agent, Registered Office, & Registered Agent's Signature:

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

Alan S. Gassman

Name

1245 Court Street, Suite 102

Florida street address (P.O. Box **NOT** acceptable)

Clearwater, FL 33756

City, State, and Zip

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 as provided for in Chapter 608, F.S.

Registered Agent's Signature

(An additional article must be added if an effective date is requested)

Signature of a member or an authorized representative of a member.

(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.)

ALAN S. GASSMAN

J:\ALyons, Robert Eugene\BD LYONS INVESTMENTS, L.L.C\REVISED Articles of Organization.1.wpd
jas 12-26-07

FILED
07 DEC 31 PM 3:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA