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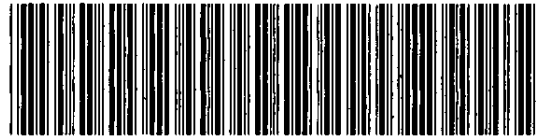
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SEP - 3 2008

EXAMINER

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August 27, 2008

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Wilson Management Group, Inc. (the "Corporation")
Our File No. 8595-4

Dear Sir or Madam:

Enclosed for filing is a Certificate of Conversion and associated Articles of Organization necessary to convert the above Corporation to Wilson Management Group, LLC. We have also enclosed our check in the amount of \$150.00 to cover the cost associated with our request.

Please call with any questions or comments you may have.

Sincerely,

Gary A. Forster

GAF/tj
Enclosures

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF CONVERSION FOR
WILSON MANAGEMENT GROUP, INC.
TO
WILSON MANAGEMENT GROUP, LLC**

99-4634

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following Florida corporation to a Florida limited liability company.

1. Wilson Management Group, Inc. (the "Corporation") has been converted to a Florida limited liability company ("LLC"), in compliance with chapter 607 Florida statutes and complies with all laws governing Florida limited liability companies.

2. The terms pursuant to which the Corporation shall convert to the LLC are as set forth in a Plan of Conversion, adopted by all shareholders and directors of the Corporation and by all members of the LLC, dated of even date herewith, and in compliance with Florida Statute 607.1112.

3. The effective date of the conversion shall be the date of filing this Certificate of Conversion with the Florida Secretary of State.

4. The mailing address and street address of the principal office of the LLC is 3071 Edgewater Drive, Orlando, FL 32810.

5. The name of the Corporation immediately prior to the filing of this Certificate of Conversion is Wilson Management Group, Inc., incorporated under the laws of the State of Florida on May 19, 1999.

6. The name of the LLC, as set forth in the attached Articles of Organization is Wilson Management Group, LLC.

7. The LLC shall pay all shareholders having appraisal rights any amount to which they are entitled under Florida Statutes 607.1301-607.1333.

DATED this 28th day of August, 2008.

WILSON MANAGEMENT GROUP, INC.

By: Phillip W. Wilson
Phillip W. Wilson, President

WILSON MANAGEMENT GROUP, LLC

By: Phillip W. Wilson
Phillip W. Wilson, Member

By: Judy R. Wilson
Judy R. Wilson, Member

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION FOR
WILSON MANAGEMENT GROUP, LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I
NAME**

The name of the Limited Liability Company is WILSON MANAGEMENT GROUP, LLC.

**ARTICLE II
ADDRESS**

The mailing address of the Limited Liability Company is 5071 Edgewater Drive, Apopka, FL 32703, and the street address of the principal office of the Limited Liability Company is 5071 Edgewater Drive, Apopka, FL 32703.

**ARTICLE III
DURATION**

The period of duration for the Limited Liability Company shall be as described in the Operating Agreement governing the Limited Liability Company.

**ARTICLE IV
MANAGEMENT**

The Limited Liability Company is to be managed by its managers, and the names and addresses of such managers are:

Phillip W. Wilson and Judy R. Wilson
5071 Edgewater Drive
Apopka, FL 32703

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial Registered Office of the Limited Liability Company is 5071 Edgewater Drive, Apopka, FL 32703, and the initial Registered Agent at such address is Phillip W. Wilson.

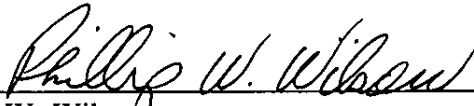
**ARTICLE VI
OFFICERS**

The Limited Liability Company shall have the following officers, who shall be appointed by and have powers determined by the Managers of the Limited Liability Company:

President	Phillip W. Wilson
Secretary	Judy R. Wilson
Vice President	David K. Wilson

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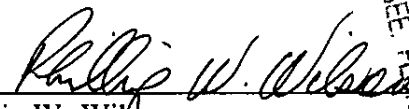
IN WITNESS WHEREOF, the undersigned manager affirms that, under penalties of perjury, the facts stated herein are true, and the undersigned manager has executed these Articles of Organization this 28th day of August, 2008.


Phillip W. Wilson

**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, having been named in Article V of the foregoing Articles of Organization as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 608.407, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the limited liability company.

DATED this 28th day of August, 2008


Phillip W. Wilson

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