

LO 8000118023

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

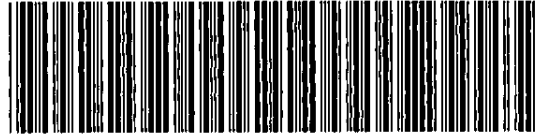
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. KOHR  
DEC 31 2008  
EXAMINER

Holland & Knight, LLP  
 Requestor's Name  
 315 South Calhoun Street, Suite 600  
 Address  
 Tallahassee, FL 32301 425-5686  
 City/State/Zip Phone #

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 TALLAHASSEE, FLORIDA  
 SECRETARY OF STATE

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. RFC Real Estate Holdings, Inc  
 (Corporation Name) (Document #)
2. \_\_\_\_\_  
 (Corporation Name) (Document #)
3. \_\_\_\_\_  
 (Corporation Name) (Document #)
4. \_\_\_\_\_  
 (Corporation Name) (Document #)

- Walk in       Pick up time \_\_\_\_\_       Certified Copy  
 Mail out       Will wait       Photocopy       Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input checked="" type="checkbox"/>	Other <i>Conversion</i>

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

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U.S. DISTRICT COURT  
MALLINASSEE, FLORIDA

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

This Certification 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 Section 608.439, Florida Statutes.

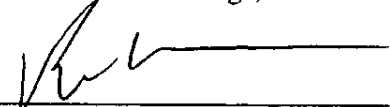
P070010715

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is RFC Real Estate Holdings, Inc.
2. The "Other Business Entity" is a corporation first incorporated under the laws of the State of Florida on September 26, 2007.
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is RFC Real Estate Holdings, LLC.
4. This Certificate of Conversion is effective as of 11:59 p.m. on December 31, 2008.

Signed this 24 day of December, 2008.

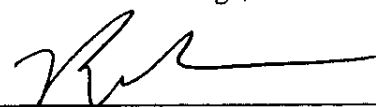
**Other Business Entity:**

RFC Real Estate Holdings, Inc.

By:   
Richard F. Chambers,  
its sole director and shareholder

**Limited Liability Company:**

RFC Real Estate Holdings, LLC

By:   
Richard F. Chambers,  
its sole member

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION FOR  
RFC REAL ESTATE HOLDINGS, LLC  
(a Florida limited liability company)**

The undersigned representative of a Member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I. NAME**

The name of the limited liability company is: RFC Real Estate Holdings, LLC.

**ARTICLE II. ADDRESS**

The mailing address and street address of the principal office of the Company is:

15100 Emerald Coast Parkway, #305  
Destin, Florida 32541

**ARTICLE III. DURATION**

The period of duration for the Company shall be perpetual, unless terminated in accordance with the Company's Operating Agreement or by the unanimous written agreement of all Members.

**ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE**

The name and street address of the initial registered agent of the Company are:

Richard F. Chambers  
15100 Emerald Coast Parkway, #305  
Destin, Florida 32541

**ARTICLE V. EFFECTIVE DATE**

The effective date of the filing of these articles of organization is to be as of 11:59 p.m. on December 31, 2008.

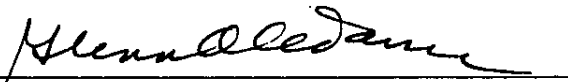
**ARTICLE VI. MANAGEMENT**

The business of the Company shall be conducted, carried on, and managed by no fewer than one (1) Manager, who shall be elected by the Members of the Company in the manner

prescribed by and provided in the Operating Agreement of the Company. Therefore, the Company is a manager-managed company. Such Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company.

**ARTICLE VII. OPERATING AGREEMENT**

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company.

  
\_\_\_\_\_  
Glenn A. Adams  
Authorized Representative of a Member

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE  
OF RFC REAL ESTATE HOLDINGS, LLC**

Pursuant to the provisions of Section 60S.415 or 608.507, Florida Statutes, RFC Real Estate Holdings, LLC, a Florida limited liability company (the "Company"), hereby submits the following statement designating the registered office and registered agent in the state of Florida.

1. The name of the Company is: RPC Real Estate Holdings, LLC.
2. The name of the registered agent and the address of the registered office are:

Name: Richard F. Chambers  
Address: 15100 Emerald Coast Parkway, #305  
Destin, Florida 32541

*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.*

  
\_\_\_\_\_  
Richard F. Chambers

Date: December 30, 2008