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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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MAIL

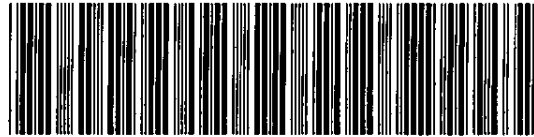
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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12/30/08--01058--016 **180.00

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08 DEC 30 AM 7:51
SECRETARY OF STATE
BALTIMORE, MD

S. HAWKES

JAN 6 2009

EXAMINER



Hunter J. Brownlee
Direct Dial: 813-222-2023
hbrownlee@fowlerwhite.com

December 23, 2008

FEDERAL EXPRESS

Division of Corporations
2662 Executive Center Circle
Clifton Building
Tallahassee, Florida 32301

Attention: Registration Section

Re: Certificate of Conversion of First Dartmouth Homes *CP08-4728*
into First Dartmouth Homes, LLC

Dear Sir/Madam:

Enclosed for filing with the Division of Corporations is the above-referenced Certificate of Conversion, with a check in the amount of \$180.00 to cover the filing fee and a certified copy, which should be returned to my attention.

If you have any questions, please do not hesitate to give me a call. Thank you for your assistance with this matter.

Sincerely,

Hunter J. Brownlee

HJB/nmw
Enclosures

40544920v1

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CERTIFICATE OF CONVERSION

OF

FIRST DARTMOUTH HOMES

INTO

FIRST DARTMOUTH HOMES, LLC

FILED
08 DEC 30 AM 7:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Certificate of Conversion and the attached Articles of Organization are submitted to convert **FIRST DARTMOUTH HOMES**, a Florida general partnership, into **FIRST DARTMOUTH HOMES, LLC**, a Florida limited liability company, pursuant to Sections 608.439 and 620.8914, Florida Statutes.

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

2. The "Other Business Entity" is a general partnership, first organized under the laws of Florida on May 1, 1993.

3. The jurisdiction of the "Other Business Entity" has not changed.

4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is First Dartmouth Homes, LLC.

5. The Conversion has been approved as required by Chapter 620, Florida Statutes.

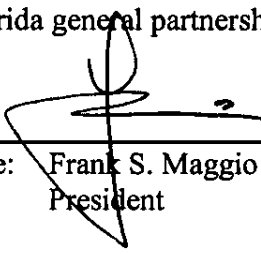
6. The conversion has been approved as required by the applicable governing laws of both First Dartmouth Homes and First Dartmouth Homes, LLC.

7. The effective date of the Conversion shall be the date on which this Certificate of Conversion and the attached Articles of Organization of First Dartmouth Homes, LLC are filed with the Florida Department of State.

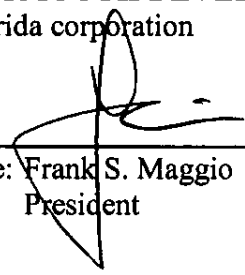
[Signature page follows]

Signed this 22nd day of December, 2008.

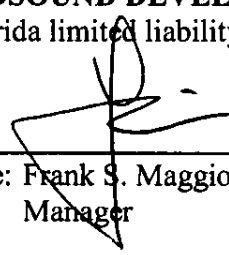
FIRST DARTMOUTH HOMES,
a Florida general partnership

By 
Name: Frank S. Maggio
President

DARTMOUTH DEVELOPMENT I, INC.,
a Florida corporation

By 
Name: Frank S. Maggio
Its: President

BIRDSOUND DEVELOPMENT I, L.C.,
a Florida limited liability company

By 
Name: Frank S. Maggio
Its: Manager

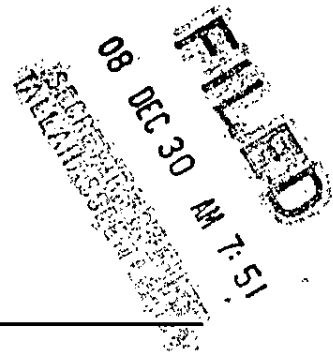
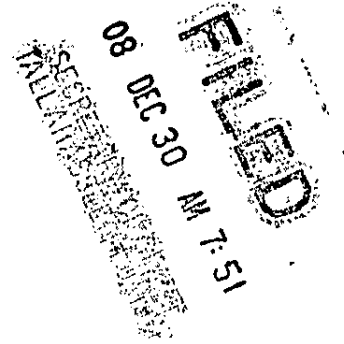


EXHIBIT A

Articles of Organization
of
First Dartmouth Homes, LLC



**ARTICLES OF ORGANIZATION
OF
FIRST DARTMOUTH HOMES, LLC**

The undersigned, acting as the authorized representative of the organizing member of a limited liability company under the Florida Limited Liability Company Act, adopts the following Articles of Organization for such limited liability company.

ARTICLE I: *Name*

The name of the limited liability company is FIRST DARTMOUTH HOMES, LLC (the "Company").

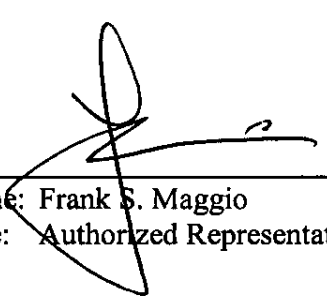
ARTICLE II: *Address*

The mailing address and principal office of the Company is 724 2nd Avenue South, St. Petersburg, Florida 33701.

ARTICLE III: *Initial Registered Officer & Agent*

The name and Florida street address of the registered agent of the Company is Frank S. Maggio at 724 2nd Avenue South, St. Petersburg, Florida 33701.

Dated this 22nd day of December, 2008.

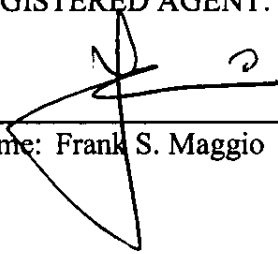
By 
Name: Frank S. Maggio
Title: Authorized Representative

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for FIRST DARTMOUTH HOMES, LLC, at the place designated as the registered office, 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 the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated this 22nd day of December, 2008.

REGISTERED AGENT:

By 

Name: Frank S. Maggio

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