

L090000087455

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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WAIT

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MAIL

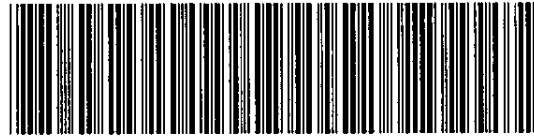
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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09/10/09--01040--001 **180.00

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NOT RETURNED
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SUFFICIENCY OF FILING

B. KOHR

SEP 10 2009

EXAMINER

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

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: KATIE WONSCH

DATE: 09/10/09

REF. #: 000262.110653

CORP. NAME: PCP GROUP, LLC

Attn: Buck

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DIVISION OF CORPORATIONS
09 SEP 10 PM 1:43

- | | | |
|---|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input checked="" type="checkbox"/> OTHER: CONVERSION | | |

STATE FEES PREPAID WITH CHECK# 531702 FOR \$ 180.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ **COST LIMIT: \$** _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

**Certificate of Conversion
for
PCP Group, LLC,
a Georgia Limited Liability Company
into
PCP Group, LLC,
a Florida Limited Liability Company**

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DIVISION OF CORPORATIONS
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This Certificate of Conversion and attached Articles of Organization are submitted to convert the following Georgia limited liability company into a Florida limited liability company in accordance with Section 608.439, Florida Statutes.

1. The name of the converting Georgia limited liability company immediately prior to the filing of this Certificate of Conversion is:

PCP Group, LLC

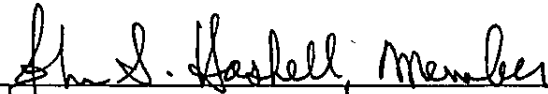
2. The converting Georgia limited liability company is a limited liability company first organized, formed or incorporated under the laws of the State of Georgia on November 26, 2003.

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

PCP Group, LLC

4. The conversion shall be effective immediately upon filing by the Florida Department of State.

Signed this 10th day of September, 2009.



John S. Haskell, Member

(John S. Haskell is a Member of both
the converting Georgia Limited Liability
Company and the resulting Florida Limited
Liability Company.)

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DIVISION OF CORPORATIONS
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**ARTICLES OF ORGANIZATION
OF
PCP GROUP, LLC**

The undersigned hereby executes these Articles of Organization ("Articles") for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this limited liability company (the "Company") shall be:

PCP Group, LLC

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of the Company shall be:

4241 31st Street North
St. Petersburg, FL 33714

ARTICLE III

Registered Office and Registered Agent

The initial registered office of the Company shall be located at 101 E. Kennedy Boulevard, Suite 2700, Tampa, Florida 33602, and the initial registered agent of the Company at such office shall be J. Eric Taylor. The Company shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE IV

Operating Agreement

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

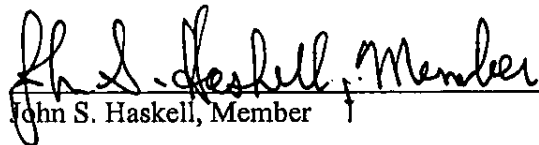
members of the Company. The Operating Agreement of the Company shall be for the government of the Company and may contain any provisions or requirements for the management or conduct of the affairs and business of the Company, provided the same are not inconsistent with the provisions of these Articles or contrary to the laws of the State of Florida or of the United States.

ARTICLE V

Amendment of Articles of Organization

The Company reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned, pursuant to Section 608.407, Florida Statutes, has executed these Articles for the uses and purposes herein stated, this 10th day of September, 2009.

 Member
John S. Haskell, Member

PCP GROUP, LLC

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, having been named as registered agent to accept service of process for the above-named limited liability company, at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of the position of registered agent under the laws of the State of Florida.

DATED this 10th day of September, 2009.



J. Eric Taylor

PCP GROUP, LLC | 4241 31st Street North Saint Petersburg Florida 33714

September 9, 2009

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Consent to registration and use of name PCP Group, LLC
Document Number: L08000088860


Dear Sir or Madam:

The undersigned entity is currently listed on the records of the Division of Corporations under the name PCP Group, LLC and the document number L08000088860. The undersigned entity understands that a limited liability company is registering in Florida under the name PCP Group, LLC, which is not distinguishable from the name of the undersigned entity. Pursuant to Section 608.406(2), Florida Statutes, this letter serves as the written consent of the undersigned entity to such registration and this letter is being filed concurrently with such registration.

Should there be anything further you require, please contact Mr. J. Eric Taylor at (813) 227-7420.

Sincerely,

PCP Group, LLC

By: 
John S. Haskell, Managing Member