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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

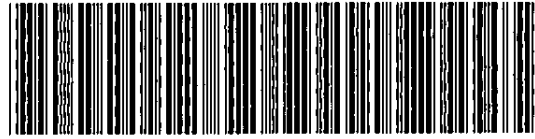
Certified Copies _____ Certificates of Status _____

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A. LUNT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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December 21, 2012

FLORIDA DEPARTMENT OF STATE
Division of Corporations

JOHN M WICKER PA

SUBJECT: THE PHOENIX ALLIANCE, LLC
REF: W12000063100

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

LLC'S do not file Certificate of Domestication.

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) 245-6094.

Agnes Lunt
Regulatory Specialist II

FAX Aud. #: H12000297862
Letter Number: 112A00030191

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 2, 2013

JOHN M WICKER PA

SUBJECT: THE PHOENIX ALLIANCE, LLC
REF: W12000063100

2013 FEB 19 PM 3 34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A Certificate of Conversion cannot be filed electronically. You must submit the certificate of conversion and the articles by mail.

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) 245-6094.

Agnes Lunt
Regulatory Specialist II

FAX Aud. #: H12000297862
Letter Number: 313A00000009

COSTELLO, ROYSTON & WICKER, P.A.

ATTORNEYS AT LAW

Voice (239) 939-2222 • Facsimile (239) 939-2280

John M. Wicker, P.A., Managing Attorney
Also member of Florida Institute of Certified Public Accountants

Robert D. Royston, Jr., P.A., Of Counsel

Truman J. Costello, P.A., 1949 - 2011

Brittany Professional Centre
12670 New Brittany Blvd., Suite 101
Fort Myers, FL 33907

Mailing Address
Post Office Drawer 60205
Fort Myers, FL 33906-6205

January 7, 2013

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

Sent By:
Certified Mail Return Receipt Requested
No. **7011 3500 0003 6206 0224**

Re: The Phoenix Alliance, LLC
Fax Audit No. H12000297862
Ref: W12000063100

FILED
2013 FEB 19 PM 2:34
OFFICE OF THE CLERK
TALLAHASSEE, FLORIDA

Dear Sir/Madam:

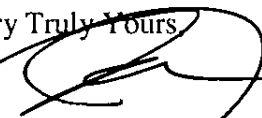
Attached please find the following documents:

1. Fax letter from Agnes Lunt, dated 1/2/2013 to my office;
2. Fax letter from Agnes Lunt, dated 12/21/2012 to my office;
3. Certificate of Conversion for "Other Business Entity" into Florida Limited Liability Company; and
4. Articles of Organization for THE PHOENIX ALLIANCE, LLC.

Should you have any questions or concerns regarding these documents, please do not hesitate to contact my office directly.

Thank you for your time and attention to this matter.

Very Truly Yours


John M. Wicker
For the Firm

Direct Dial: (239) 690-4265
E-mail: jwicker@lawcrw.com

Enclosures: As Noted Above

COSTELLO, ROYSTON & WICKER, P.A.

ATTORNEYS AT LAW

Voice (239) 939-2222 • Facsimile (239) 939-2280

John M. Wicker, P.A., Managing Attorney
Also member of Florida Institute of Certified Public Accountants

Robert D. Royston, Jr., P.A., Of Counsel

Truman J. Costello, P.A., 1949 - 2011

Brittany Professional Centre
12670 New Brittany Blvd., Suite 101
Fort Myers, FL 33907

Mailing Address
Post Office Drawer 60205
Fort Myers, FL 33906-6205

February 13, 2013

Florida Department of State
Division of Corporations
Corporate Filings
ATTENTION: Agnes Lunt
Post Office Box 6327
Tallahassee, FL 32314

Sent By:
Certified Mail Return Receipt Requested
No. **7011 2000 0001 8857 3425**

FILED
2013 FEB 19 PM 3:34
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

Re: The Phoenix Alliance, LLC
Fax Audit No. H12000297862
Ref: W12000063100

Dear Ms. Lunt:

Pursuant to your previous conversation with Mariann of my office, it is my understanding that you are holding the documents previously submitted via my letter of January 7, 2013. In order for you to complete the processing of the documents, enclosed please find:

1. Original Certificate of Conversion which has been executed by Amy Ray; and
2. Check 4156 payable to Florida Secretary of State in the amount of \$150.00, which represents the filing fee associated with the conversion.

Please do not hesitate to contact my office if there are any questions or concerns.

Thank you for your time and attention to this matter.

Very truly yours,

John M. Wicker
For the Firm

Direct Dial: (239) 690-4265
E-mail: jwicker@lawcrw.com

Enclosures: As Noted Above



H12 000 297 682 3

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

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:

THE PHOENIX ALLIANCE, LLC

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a LLC

(Enter entity type. Example: corporation, limited partnership, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of DELAWARE

(Enter state, or if a non-U.S. entity, the name of the country)

on OCTOBER 28, 2009

(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:

N/A

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

THE PHOENIX ALLIANCE, LLC

(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.)

6. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and the requirements of s.608.439, F.S., in effecting the conversion.

7. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

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OFFICE OF STATE
TALLAHASSEE, FLORIDA

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Signed this 26TH day of DECEMBER 20 12

Signature of Member or Authorized Representative of Limited Liability Company:

Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

Signature of Member or Authorized Representative:

Printed Name: JOHN M. WICKER, ESQ. Title: AGENT

Signature(s) on behalf of Other Business Entity: Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S. [See below for required signature(s).]

Signature: *Amy Ray*
Printed Name: AMY RAY Title: MANAGER

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2013 FEB 19 PM 3:30

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If Florida Corporation:

Signature of Chairman, Vice Chairman, Director, or Officer.
If Directors or Officers have not been selected, an Incorporator must sign.

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

All others:

Signature of an authorized person.

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)

1412 000 297682 3

AUDIT NO. H12000297862 3

**ARTICLES OF ORGANIZATION
OF
THE PHOENIX ALLIANCE, LLC**

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE 1

The name of the Limited Liability Company is The Phoenix Alliance, LLC.

ARTICLE 2

The Limited Liability Company's period of duration shall be perpetual.

ARTICLE 3

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

6460 Topaz Court
Fort Myers, FL 33966

The mailing address of the Limited Liability Company is:

6460 Topaz Court
Fort Myers, FL 33966

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE 4

The name and street address of the initial registered agent in Florida shall be:

<u>Name</u>	<u>Address</u>
John M. Wicker	12670 New Brittany Blvd., Suite 101 Fort Myers, FL 33907

ARTICLE 5

The Limited Liability Company is manager managed, and shall be initially managed by its sole Manager whose name and address are:

Prepared by:
John M. Wicker
Fla. Bar No. 28637

COSTELLO, ROYSTON & WICKER, P.A.
P.O. Drawer 60205, Fort Myers, FL, 33906
(239) 939-2222 (voice) (239) 939-2280 (facsimile)

AUDIT NO. H12000297862 3

FILED
2013 FEB 19 PM 3:36
NEW YORK COUNTY OF FLORIDA
CLERK OF COUNTY

Name

Address

Amy L. Ray

1800 Marina Circle
North Fort Myers, FL 33903

ARTICLE 6

The right of the remaining Members of the Limited Liability Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Limited Liability Company shall be as follows:

Such remaining Members shall continue the Limited Liability Company if, by majority vote, they elect to do so.

ARTICLE 7

The Limited Liability Company shall indemnify to the fullest extent permitted by the Florida Limited Liability Company Act its Members and or Managers.

ARTICLE 8

Any operating agreement entered into by the members of the Limited Liability Company, and any amendments or restatements thereof, shall be in writing. No oral agreement among any of the members 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.

IN WITNESS WHEREOF, the undersigned has executed the foregoing Articles of Organization of the The Phoenix Alliance, LLC, and acknowledged them to be his act on this the 20th day of December, 2012.

(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalty of perjury that the facts stated herein are true.)

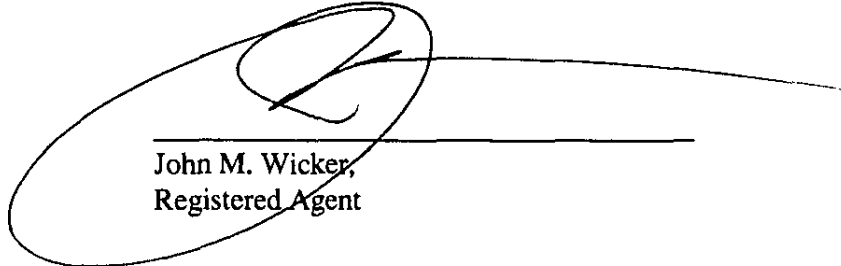


John M. Wicker,
Authorized Representative of a Member

ACCEPTANCE OF DUTIES OF REGISTERED AGENT

Having been named to act as Registered Agent to accept service of process for the above named Limited Liability Company, at the place designated in these Articles of Organization, and being familiar with the obligations of this position, I hereby accept the duties of registered agent, agree to act in this capacity, and I further agree to comply with the provisions of Florida law relative to the proper and complete performance of my duties.

IN WITNESS WHEREOF, the undersigned has executed the foregoing Acceptance of Duties of Registered Agent of the The Phoenix Alliance, LLC, and acknowledged them to be his act on this the 20th day of December, 2012.



John M. Wicker,
Registered Agent

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2013 FEB 19 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA