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LLC w/Conversion

1.) Pebble Creek Enterprises, LLC.
(CORPORATE NAME & DOCUMENT #)

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2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

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5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

SECRETARY OF STATE
TALLAHASSEE FLORIDA

12/21/99

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CERTIFICATE OF CONVERSION TO LIMITED LIABILITY COMPANY

This Certificate of Conversion to Limited Liability Company is made regarding the conversion of **Pebble Creek Collection**, a Florida General Partnership ("Partnership") into **Pebble Creek Enterprises LLC**, a Florida Limited Liability Company ("LLC"), is being submitted in accordance with Section 608.439, *Florida Statutes*:

1. This conversion has been adopted and approved by Pebble Creek Collection, a Florida General Partnership, in the manner required by the Partnership Agreement that governs its internal affairs, and the articles of organization of the LLC have been approved by the same authorization required to approve the conversion.


2. The date on which and the jurisdiction in which the Partnership was first created, formed, or otherwise came into being was as follows:

December 7, 1988 in the State of Florida

The same has not changed.

3. The name of the LLC as set forth in its articles of organization filed in accordance with Section 608.439(2), *Florida Statutes*, is Pebble Creek Enterprises LLC, a Florida Limited Liability Company.

4. The conversion to a limited liability company is to be effective upon the filing of this Certificate of Conversion to Limited Liability Company and the articles of organization


HENRY BRUSCINO, JR., as Managing Partner of Pebble Creek Collection, a Florida General Partnership, and as Member of Pebble Creek Enterprises LLC, a Florida Limited Liability Company

Address: 8911 Regent's Park Drive
Suite 550
Tampa, Florida 33647

Dated: DECEMBER 15, 1999

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TALLAHASSEE FLORIDA

**Articles of Organization
of
PEBBLE CREEK ENTERPRISES, LLC
a Limited Liability Company**

The undersigned, desiring to form a limited liability company under, in accordance with and pursuant to the Florida Limited Liability Company Act, Chapter 608, *Florida Statutes*, does hereby adopt these Articles of Organization, as follows:

Article I — Name

The name of the Limited Liability Company is:

PEBBLE CREEK ENTERPRISES, LLC

Article II — Address

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

8911 Regent's Park Drive, Suite 550
Tampa, Florida 33647

**Article III — Certificate of Designation of
Registered Agent/Registered Office**

The name and Florida street address of the initial registered agent of the Limited Liability Company is:

Henry Bruscano, Jr.
8911 Regent's Park Drive, Suite 550
Tampa, Florida 33647

The statement or acceptance by the registered agent required by Section 608.415, *Florida Statutes*, is set forth at the end of these Articles of Organization.

Article IV — Management

The Limited Liability Company is to be manager-managed, with the Manager serving under the direction and control of a Management Committee of three (3) persons who are either individual Members or authorized representatives of entity Members.

Article V — Members' Rights to Continue Business

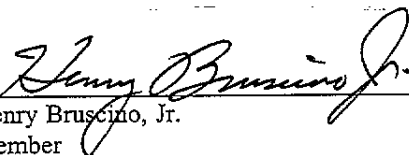
The death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or the occurrence of any other event which terminates the continued membership of a Member in the Limited Liability Company, shall not dissolve the Company unless a seventy-five percent (75%) majority in interest of the remaining Members at the time consent to such dissolution.

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Article VI - Regulations/Operating Agreement

The Limited Liability Company may adopt such Regulations, as its Operating Agreement pursuant to and as defined in § 608.402(13), *Florida Statutes*, relating to this Limited Liability Company as the Members may determine.

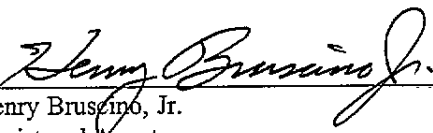
IN WITNESS WHEREOF, these Articles of Organization have been signed by the undersigned this 15TH day of DECEMBER, 1999.


Henry Bruscinio, Jr.
Member

Statement or Acceptance by Registered Agent

In accordance with Section 608.415, Florida Statutes, the registered agent designated in these Articles of Organization hereby affirms as follows:

Having been named as registered agent and to accept service of process for the above stated Limited Liability Company at the place designated as the registered office in the foregoing Articles of Organization, 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.


Henry Bruscinio, Jr.
Registered Agent

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