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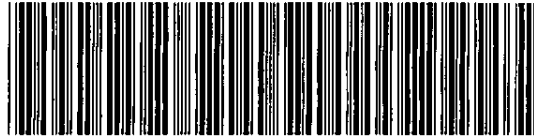
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EXAMINER

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November 10, 2008

VIA FEDERAL EXPRESS

ATTN: Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301


Re: 92 2nd Street West, LLC - Doc. #: L03000007290
Certificate of Conversion for "Other Business Entity" into
Florida Profit Corporation

Dear Sir/Madam:

Please find enclosed the original Certificate of Conversion for "Other Business Entity" into Florida Profit Corporation, including the original Articles of Incorporation for 92 2nd Street West, Inc. Also, please find enclosed our firm check in the amount of \$105.00 representing the conversion fee and filing fee for the articles of incorporation.

We appreciate your prompt assistance in this matter. Please let me know if you have any questions or comments.

Sincerely,


Leigh T. Flood
Legal Assistant *eb*

/lf
Enclosures

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**CERTIFICATE OF CONVERSION FOR
"OTHER BUSINESS ENTITY"
INTO FLORIDA PROFIT CORPORATION**

This Certificate of Conversion and attached Articles of Incorporation are submitted to convert the following "Other Business Entity" into a Florida Profit Corporation in accordance with Section 607.1115, Florida Statutes.

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

**92 2nd STREET WEST, LLC
(Doc. No.: L03000007290)**

2. The "Other Business Entity" is a: **limited liability company** first organized under the laws of the State of Florida on **February 27, 2003**.

3. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation:

92 2nd STREET WEST, INC.

4. Conversion effective date of filing.

IN WITNESS WHEREOF, the authorized representative has executed this Certificate of Conversion on this 10th day of November, 2008.



Jonathan L. Hay, Authorized Representative

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ARTICLES OF INCORPORATION

OF

92 2ND STREET WEST, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

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Article I

Name

Section 1.1 Name. The name of this corporation shall be 92 2ND STREET WEST, INC.

Article II

Principal Office and Mailing Address

Section 2.1 Principal Office and Mailing Address. The principal place of business and mailing address of this corporation shall be 50 THIRD AVENUE SOUTH, UNIT 1102, JACKSONVILLE BEACH, FLORIDA 32250.

Article III

Capital Stock

Section 3.1 Capital Stock. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$0.10 per share.

Section 3.2 Restriction on Transfer of Stock. The shareholders may, by bylaw provision, by shareholders' agreement recorded in the minute book or by endorsement on each stock certificate, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

Article IV

Initial Registered Agent and Address

Section 4.1 Name and Address. The name and street address of the initial registered agent of this corporation is:

JONATHAN L. HAY
1548 LANCASTER TERRACE
JACKSONVILLE, FLORIDA 32204

Jonathan L. Hay, Esquire
Purcell, Flanagan & Hay, P.A.
1548 Lancaster Terrace
Jacksonville, Florida 32204
Telephone: (904)355-0355
Fla. Bar No.: 456586

Article V
Incorporator

Section 5.1 Name and Address. The name and street address of the incorporator of this corporation is:

JONATHAN L. HAY
1548 LANCASTER TERRACE
JACKSONVILLE, FLORIDA 32204

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Article VI
Effective Date; Duration

Section 6.1 Effective Date. Corporate existence shall commence on the date these Articles are executed.

Section 6.2 Duration. This corporation shall exist perpetually.

Article VII
Purposes

Section 7.1 Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

Article VIII
Directors

Section 8.1 Number. This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time, but shall never be less than one.

Section 8.2 Initial Directors. The name and street address of the initial directors of the corporation are:

PAUL V. ROBBINS
50 THIRD AVENUE SOUTH, UNIT 1102
JACKSONVILLE BEACH, FL 32250

WILLIAM B. STALLINGS
25 2ND STREET SOUTH, SUITE 7
JACKSONVILLE BEACH, FL 32250

Section 8.3 Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the

corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 8.4 Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.


Article IX
Bylaws

Section 9.1 Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article X
Amendment

Section 10.1 Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the 10th day of November, 2008.



JONATHAN L. HAY


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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the following is submitted:

92 2ND STREET WEST, INC., desiring to organize or qualify under the laws of the State of Florida hereby designates JONATHAN L. HAY as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 1548 LANCASTER TERRACE, JACKSONVILLE, FLORIDA 32204.


DATED this 10th day of November, 2008.



JONATHAN L. HAY

Having been named as registered agent to accept service of process for the above stated corporation, 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.

DATED this 10th day of November, 2008.



JONATHAN L. HAY

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