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EFFECTIVE DATE

OF DEC 28 AM IO: 30

ALLALIAS MOSON CORPDIRECT AGENTS, INC. (formerly CCRS) 515 EAST PARK AVENUE TALLAHASSĒE, FĹ 32301 222-1173 FILING COVER SHEET ACCT. #FCA-14 CONTACT: KATIE WONSCH DATE: 12/28/2006 **REF. #:** 000171.61899 CORP. NAME: L&RENTERPRISES () ARTICLES OF AMENDMENT () ARTICLES OF DISSOLUTION () ARTICLES OF INCORPORATION () ANNUAL REPORT () TRADEMARK/SERVICE MARK () FICTITIOUS NAME () LIMITED LIABILITY () FOREIGN QUALIFICATION () LIMITED PARTNERSHIP () MERGER () WITHDRAWAL () REINSTATEMENT (XX) CERTIFICATE OF CONVERSION () OTHER: STATE FEES PREPAID WITH CHECK# 519618 FOR \$ 1105.00 **AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:** COST LIMIT: \$____

() CERTIFICATE OF GOOD STANDING

() PLAIN STAMPED COPY

() CERTIFICATE OF STATUS

PLEASE RETURN:

(XX) CERTIFIED COPY

Examiner's Initials



FLORIDA DEPARTMENT OF STATE Division of Corporations

December 28, 2006

CORPDIRECT AGENTS

TALLAHASSEE, FL

SUBJECT: L & R ENTERPRISES, LTD.

Ref. Number: W06000055429

PLEASE GIVE ORIGINAL SUBMISSION DATE AS FILE DATE.



RECEIVED

OF DEC 29 AM 9 AM THE SHAPE SHAP

We have received your document for L & R ENTERPRISES, LTD. and your check(s) totaling \$1105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$1,105.00 payment.

The limited partnership name designated in the document is not available since it is the same as, or not distinguishable from the name of another entity on file with this office. Please select a new name and make the substitution in all the appropriate places.

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) 245-6914.

Buck Kohr Document Specialist

Letter Number: 206A00072883

PLEASE GIVE ORIGINAL SUBMISSION DATE AS FILE DATE.

PLEASE GIVE ORIGINAL SUBMISSION DATE AS FILE DATE.

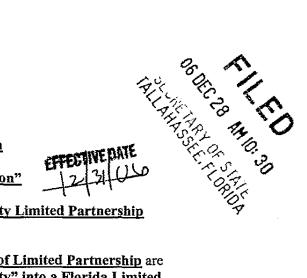
<u>Certificate of Conversion</u>

For

"Other Business Organization"

Into

Florida Limited Partnership or Limited Liability Limited Partnership



This Certificate of Conversion and attached Certificate of Limited Partnership are submitted to convert the following "Other Business Entity" into a Florida Limited Partnership or Limited Liability Limited Partnership in accordance with s.620.2104, Florida Statutes.

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

L & R Enterprises

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a general partnership

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

first organized, formed or incorporated under the laws of Florida

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

on December 1, 1984

(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. The name of the Florida Limited Partnership or Limited Liability Limited Partnership as set forth in the attached Certificate of Limited Partnership:

L & R Real Estate Enterprises, Ltd.

(Enter Name of Florida Limited Partnership or Limited Liability Limited Partnership)

- 4. The conversion was approved as required by Chapter 620, F.S., and was approved in such a manner that complied with the converting organization's governing law.
- 5. If not effective on the date of filing, enter the effective date: December 31, 2006 (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 Certificate of Limited Partnership, if an effective date is listed therein.)

Signed this	27th	day of	December		<u>_</u> ·
Signature of	Each Gen	eral Partner	Listed in Attached	Certificate of Limi	ted Partnership:
LHD, LLC					
By:	H. Dimm	itt. III.	Managing Membe	x	
By: GENEVI	EVE LYKE	S DIMMITT	REVOCABLE LIVIN		
By: (Ocu evieve L	ves Dimm	ue Lyk itt, Trustee	es Dim	Him

Fees:

Certificate of Conversion:

\$ 52.50

Fees for Florida Certificate of Limited Partnership: \$1,000.00

\$

(\$965 Filing Fee and \$35 Filing Fee)

Certified Copy:

52.50 (Optional)

Certificate of Status:

8.75 (Optional)

CERTIFICATE OF LIMITED PARTNERSHIP FOR FLORIDA LIMITED PARTNERSHIP OR LIMITED LIABILITY LIMITED PARTNERSHIP



i.L & R Real Estate Enterprises, Ltd.

(Name of Limited Partnership or Limited Liability Limited Partnership, which must include suffix) * EFFESTIVE DATE Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.

Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P. 231100 or LLLP.

_{2.} 800 N. Magnolia Avenue, Suite 1500
(Street address of initial designated office)
Orlando, FL 32803
_{3.} Dean Mead Services, LLC
(Name of Registered Agent for Service of Process)
_{4.} 800 N. Magnolia Avenue, Suite 1500
(Florida street address for Registered Agent)
Orlando, FL 32803
5. 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent. DEAN MEAD SERVICES, LLC
By: 1ta (200
Signature of Registered Agent Steven C. Lee, Vice President 6 C/O Steven C. Lee, Esq.
(Mailing address of initial designated office)
P. O. Box 2346, Orlando, FL 32802-2346
7 If limited partnership elects to be a limited liability limited partnership, check boy

8. Name and business address of each general partner: Name: 800 N. Magnolia Avenue, Suite 1500 LHD, LLC Orlando, FL 32803 L00000013940 9. Effective date, if other than the date of filing: December 31, 2006 (Effective date cannot be prior to nor more than 90 days after the date the document is filed by the Florida Department of State.) 2006 Signed this 27th ____day of December Signature of each general partner: Lawrence H. Dimmitt, III, Managing Member of LHD, LLC GENEVIEVE LYKES DIMMITT REVOCABLE LIVING TRUST AGREEMENT, Managing Member of LHD, LLC Genevieve Lykes Dimmitt, Trustee \$1,000.00 (\$965 Filing Fee and \$35 Registered Agent Fee) Filing Fees: \$52,50 Certified Copy (optional):

Certificate of Status (optional):

\$8.75

Page 2 of 2