

LL0000 125795

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EXAMINER



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CORPORATION SERVICE COMPANY

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ACCOUNT NO. : I20000000195
REFERENCE : 600679 1429D
AUTHORIZATION : *Lyndee Coleman*
COST LIMIT : \$ 150.00

ORDER DATE : December 7, 2010
ORDER TIME : 2:49 PM
ORDER NO. : 600679-015
CUSTOMER NO: 1429D

CONVERSION

NAME: FTU, INC.
--INTO--
FTU LLC

XX CONVERSION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap -- EXT# 2951

EXAMINER'S INITIALS: _____

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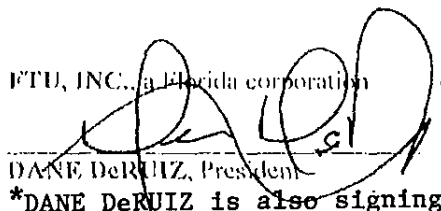
CERTIFICATE OF CONVERSION
for
"OTHER BUSINESS ENTITY"
into
FLORIDA LIMITED LIABILITY COMPANY

Pursuant to Section 608.439 of the Florida Statutes, the following "Other Business Entity" submits the attached Articles of Organization and this Certificate of Conversion to convert to a Florida Limited Liability Company:

1. The name of the "Other Business Entity" immediately prior to the filing of this document was the FTU, INC. **PO000008678**
2. The "Other Business Entity" was a Florida corporation first formed on **January 20, 2000** under the laws of Florida.
3. After the filing of this document, the "Other Business Entity" shall become a Florida Limited Liability Company to be known as FTU LLC, as set forth in the attached articles of organization.

Dated this 1st day of October, 2010.

FTU, INC., a Florida corporation *



DANE DeRUIZ, President

*DANE DeRUIZ is also signing as MANAGER of FTU LLC

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

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ARTICLES OF ORGANIZATION
FOR FLORIDA LIMITED LIABILITY COMPANY

FTU LLC

ARTICLE I

Name

The name of this limited liability company is FTU LLC (the "Company").

ARTICLE II

Address

The street address of the principal office of the Company is:

1626 Ringling Boulevard, Suite 500
Sarasota, Florida 34236

The mailing address of the Company is:

Post Office Box 49586
Sarasota, Florida 34230

ARTICLE III

Purpose

The purpose for which this limited liability company is organized is for any and all lawful business as a limited liability company.

ARTICLE IV

Duration

The period of duration for the Company is perpetual.

ARTICLE V

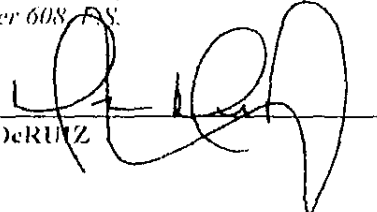
Registered Office and Agent

The name and the Florida street address of the registered agent are:

DANE DeRUIZ
1626 Ringling Boulevard, Suite 500
Sarasota, Florida 34236

Having been named as registered agent and to accept service of process for the above stated limited liability company 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 as provided for in Chapter 608, F.S.



DANE DeRUIZ

ARTICLE VI
Management

The Company is to be managed by one or more managers and is, therefore, a manager-managed company. The name and address of the initial manager of the Company is:

DANE DeRUIZ
Post Office Box 2618
Sarasota, Florida 34230

ARTICLE VII
Limitation on Agency Authority of Members

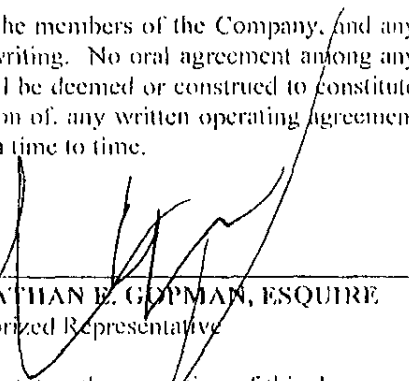
Pursuant to Section 608.4235, Florida Statutes, no member of the Company shall be an agent of the Company for the purpose of its business solely by virtue of being a member, and no member may bind the Company by taking any action solely by virtue of being a member.

ARTICLE VIII
Written Operating Agreement

Any operating agreement entered into by the members of the Company, and any amendments or restatements thereof, shall be in writing. No oral agreement among any of the members or managers of the Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, any written operating agreement of the Company, as amended and in existence from time to time.

Dated this 1st day of October, 2010.

By:



JONATHAN E. GOPMAN, ESQUIRE
Authorized Representative

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