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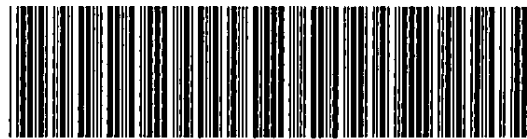
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Thomas T. Cobb
(1916-2004)
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May 29, 2012

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VIA FEDERAL EXPRESS

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

Re: BBW Conversion to Burt Holdings, LLC

Dear Sir or Madam:

Enclosed for your attention are the following:

1. Partnership Registration Statement
2. Certificate of Conversion for Florida General Partnership Into Florida Limited Liability Company
3. Articles of Organization of Burt Holdings, LLC
4. Check in the amount of \$230.00 (\$50 for the Partnership Registration Statement + \$25 for the Certificate of Conversion + \$125 for the filing of the Articles of Organization + \$30 for a certified copy which includes the Certificate of Conversion and Articles = \$230.00)

Please file the enclosed and return a filed copy of the Partnership Registration Statement and certified copy of the Certificate of Conversion with Articles of Organization to the attention of the undersigned.



Registration Section
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Please contact me if you have any questions.

Sincerely,

A handwritten signature in black ink, appearing to read "Brenda L. Knott", written over a horizontal line.

Brenda L. Knott

Certified Paralegal

Direct Dial (386) 323-9251

Email Brenda.Knott@CobbCole.com

Fax (386) 238-7003

/blk
Enclosures

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TALLAHASSEE, FLORIDA

Certificate of Conversion

**For
Florida General Partnership
Into
Florida Limited Liability Company**

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following Florida General Partnership ("Partnership") into a Florida Limited Liability Company ("Company") in accordance with §620.8914 and 608.439, Florida Statutes.

1. The name of the Partnership immediately prior to the filing of this Certificate of Conversion is: BBW, formed under the laws of the state of Florida on August 29, 1989.

2. The name of the Company as set forth in the attached Articles of Organization is: Burt Holdings, LLC.

3. The effective date of this Certificate of Conversion is the date this document is filed by the Florida Department of State.

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

5. The Partnership currently exists on the official records of the jurisdiction under which it is currently organized.

6. The above referenced Partnership has converted into a limited liability company in compliance with Chapter 620, F.S., and the conversion complies with the applicable laws governing the limited liability company.

7. The plan of conversion was approved by the converting Partnership in accordance with Chapter 620, F.S., and as required by the governing law of the limited liability company.

Signed this 17 day of May, 2012.

Individuals signing affirm 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.

BURT HOLDINGS, LLC, Florida limited liability company

W. Lockwood Burt
W. Lockwood Burt, Member

BBW, Florida general partnership

W. Lockwood Burt
W. Lockwood Burt, General Partner

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**ARTICLES OF ORGANIZATION
OF
BURT HOLDINGS, LLC**
A Florida Limited Liability Company

**ARTICLE 1.
NAME**

The name of this Limited Liability Company is: Burt Holdings, LLC

**ARTICLE 2.
PRINCIPAL OFFICE AND REGISTERED AGENT**

The mailing and principal address of the limited liability company is 140 S. Atlantic Avenue, Suite 200, Ormond Beach, FL 32176.

The name and address of the initial registered agent of the limited liability company is Palmetto Charter Services, Inc., 150 Magnolia Ave., Daytona Beach, FL 32114.

**ARTICLE 3.
MANAGEMENT**

The company is to be a manager-managed company. The name and address of its Managers are:

W. Lockwood Burt
140 S. Atlantic Avenue, Suite 200
Ormond Beach, FL 32176

Ann Estella Burt
140 S. Atlantic Avenue, Suite 200
Ormond Beach, FL 32176

IN WITNESS WHEREOF, the undersigned member does hereby execute and acknowledge these articles of organization this 17 day of May, 2012.



W. Lockwood Burt

**CERTIFICATE DESIGNATING REGISTERED
AGENT AND STREET ADDRESS FOR
SERVICE OF PROCESS**

Pursuant to Section 608.415 Florida Statutes, Burt Holdings, LLC, hereby designates PALMETTO CHARTER SERVICES, INC., 150 Magnolia Ave., Daytona Beach, FL 32114, as its registered agent and the street address of its registered office, respectively, for service of process within the State of Florida.



W. Lockwood Burt

ACCEPTANCE OF DESIGNATION

The undersigned understands the obligations of and hereby accepts the foregoing designation as registered agent of Burt Holdings, LLC for service of process within the State of Florida.

PALMETTO CHARTER SERVICES, INC., a Florida
corporation



By: _____

Its: Vice President