

MAY-20-2003 10:31 AM

FROM-AKERMAN, SENTERFITT

854-759-8911

T-584 P.001/005 F-116

**L03000018106**

Florida Department of State  
Division of Corporations  
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Account Name : AKERMAN, SENTERFITT & BIDSON, P.A. (FT. LAUDERDALE)  
Account Number : I19980000010  
Phone : (954)463-2700  
Fax Number : (954)463-2224

**LIMITED LIABILITY COMPANY**

**Loxahatchee Venture, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$155.00

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FILED  
2003 MAY 20 AM 11:26  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA**CERTIFICATE OF CONVERSION**

Pursuant to section 608.439, Florida Statutes, the following unincorporated business entity hereby submits the attached articles of organization and this certificate of conversion to convert to a Florida limited liability company:


FIRST: The name of the unincorporated business immediately prior to filing this document was:  
Loxahatchee Venture, Limited

SECOND: The date on which and the jurisdiction in which the unincorporated business was first created or otherwise came into being are:

- A. Date: 11/23/1999
- B. Jurisdiction: Florida
- C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: \_\_\_\_\_

THIRD: The name of the limited liability company as set forth in the attached articles of organization is:

Loxahatchee Venture, LLC

  
Signature of a Member or an Authorized Representative of a Member  
(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.)

Retail Concepts, Inc., by Jim Zengage, President

Typed or Printed Name of Signee

**FILING FEES:**

\$100.00 Filing Fee for Articles of Organization  
\$ 25.00 Filing Fee for Registered Agent Designation  
\$ 25.00 Filing Fee for Certificate of Conversion  
\$ 30.00 Certified Copy (optional)  
\$ 5.00 Certificate of Status (optional)

(Note: Section 608.439, F.S., does not provide for a corporation to convert to a limited liability company.)

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ARTICLES OF ORGANIZATION  
OF  
LOXAHATCHEE VENTURE, LLC  
(A Florida Limited Liability Company)

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2003 MAY 20 AM 11:20  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLE I  
NAME

The name of the Limited Liability Company is Loxahatchee Venture, LLC.

ARTICLE II  
ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is 75 N.W. 6<sup>th</sup> Avenue, Suite 214, Delray Beach, FL 33483.

ARTICLE III  
DURATION

The period of duration for the limited liability company shall begin on the date of filing these Articles of Organization with the Florida Secretary of State and shall have a perpetual existence and duration, until terminated in accordance with applicable law.

ARTICLE IV  
MANAGEMENT

The Limited Liability Company is to be managed by one or more members and is, therefore, a member-managed company.

ARTICLE V  
MEMBERS' RIGHTS TO CONTINUE BUSINESS

The remaining members of the limited liability company may, pursuant to the vote of members possessing a majority of membership interests in the limited liability company, continue the business on 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.

ARTICLE VI  
INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Limited Liability Company's initial registered agent is Jim Zengage, 75 N.W. 6<sup>th</sup> Avenue, Suite 214, Delray Beach, FL 33483.

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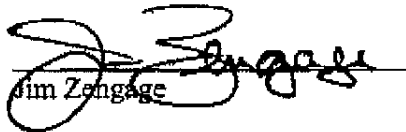
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IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization  
this 29 day of April, 2003.

AUTHORIZED REPRESENTATIVE:

  
Jim Zengage

(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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TALLAHASSEE, FLORIDA

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**CERTIFICATE OF ACCEPTANCE BY  
REGISTERED AGENT**

Pursuant to the provisions of the Florida Limited Liability Company Act, the undersigned submits the following statement in accepting the designation as registered agent of **Loxahatchee Venture, LLC**, a Florida Limited Liability Company (the "Company"), in the Company's Articles of Organization:

Having been named as registered agent and to accept service of process for the Company at the registered office designated in the Company's Articles of Organization, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 29 day of April, 2003.

  
\_\_\_\_\_  
Jim Zengage

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TALLAHASSEE, FLORIDA

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