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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C. LEWIS

NOV 4 2009

EXAMINER

SMITH HULSEY & BUSEY

October 29, 2009

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

Re: Conversion of Hannon Insurance Agency, Inc.

Dear Sir or Madam:

Enclosed is a Partnership Registration Statement, a Certificate of Conversion and a Certificate of Limited Partnership to convert Hannon Insurance Agency, Inc, a Florida corporation, into Hannon Insurance Agency, LLLP, a Florida limited liability limited partnership. Also enclosed is a check in the amount of \$1,102.50 for the filing fee.

Please call me at (904) 359-7810 if you have any questions regarding this filing.

Sincerely,



Joni A. Reiser

Enclosures

00676520

ATTORNEYS

225 WATER STREET, SUITE 1800 • P.O. BOX 53315 • JACKSONVILLE, FL 32201-3315  
OFFICE 904.359.7700 • FAX 904.359.7708 • FEDERAL ID 59-2100518

**CERTIFICATE OF CONVERSION**

**FILED**

for the conversion of

**2009 NOV -3 PM 2: 27**

**HANNON INSURANCE AGENCY, INC.,**  
(a Florida Corporation)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

into

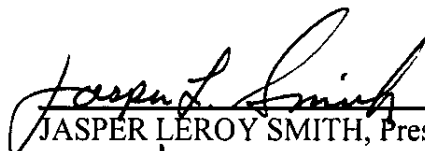
**HANNON INSURANCE AGENCY, LLLP,**  
(a Florida Limited Liability Limited Partnership)

This Certificate of Conversion is submitted for the conversion of **HANNON INSURANCE AGENCY, INC.,** a Florida Corporation (the "Corporation") into **HANNON INSURANCE AGENCY, LLLP,** a Florida Limited Liability Limited Partnership (the "Partnership") in accordance with Section 607.1113, Florida Statutes.

1. The name of the Corporation immediately prior to the filing of this Certificate of Conversion is HANNON INSURANCE AGENCY, INC. **672813**
2. The Corporation was first incorporated under the laws of the State of Florida on June 2, 1980.
3. The name of the Partnership is HANNON INSURANCE AGENCY, LLLP, a Limited Liability Limited Partnership organized under the laws of the State of Florida.
4. The Corporation has converted into the Limited Liability Limited Partnership in compliance with Chapter 607, Florida Statutes.
5. The Plan of Conversion was approved by the Corporation in compliance with Chapters 607 and 620, Florida Statutes.
6. The principal office is located at 221 Reid Avenue, Port St. Joe, Florida 32456.
7. This conversion shall be effective on the date of filing.
8. HANNON INSURANCE AGENCY, LLLP has agreed to pay to any Shareholder of the Corporation having appraisal rights the amount to which such Shareholders are entitled under Sections 607.1301 – 607.1323, Florida Statutes.

Signed this October 15, 2009.

**HANNON INSURANCE AGENCY, INC.,**

  
JASPER LEROY SMITH, President

**General Partner of  
Hannon Insurance  
Agency, LLLP**

**CERTIFICATE OF LIMITED LIABILITY  
LIMITED PARTNERSHIP  
OF  
HANNON INSURANCE AGENCY, LLLP**

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned general partners of HANNON INSURANCE AGENCY, LLLP (the "Partnership") under the Florida Revised Uniform Limited Partnership Act, hereby adopt the following Certificate of Limited Liability Limited Partnership.

**ARTICLE I - NAME**

The name of the Partnership is HANNON INSURANCE AGENCY, LLLP.

**ARTICLE II - PRINCIPAL OFFICE**

The mailing address and street address of the principal office of the Partnership are P.O. Box 790, Port St. Joe, Florida 32457 and 221 Reid Avenue, Port St. Joe, Florida 32456.

**ARTICLE III - INITIAL REGISTERED AGENT AND ADDRESS**

The name and street address of the initial registered agent are Jasper Leroy Smith and 221 Reid Avenue, Port St. Joe, Florida 32456.

**ARTICLE IV – LIMITED LIABILITY ELECTION**

The Partnership hereby elects to be a limited liability limited partnership.

**ARTICLE V – GENERAL PARTNERS**

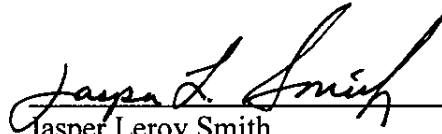
The names and business addresses of each general partner of the Partnership are as follows:

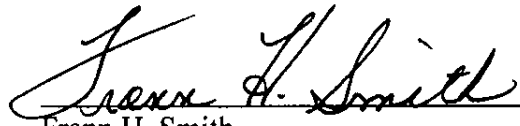
<u>NAME</u>	<u>BUSINESS ADDRESS</u>
Jasper Leroy Smith	905 Monument Avenue Port St. Joe, Florida 32456
Frann H. Smith	905 Monument Avenue Port St. Joe, Florida 32456

**ARTICLE VI – EFFECTIVE DATE**

This Certificate of Limited Liability Limited Partnership shall be effective on the date of filing.

IN WITNESS WHEREOF, the undersigned general partners have executed the foregoing Certificate of Limited Liability Limited Partnership on this 15 day of October, 2009.

  
Jasper Leroy Smith  
General Partner

  
Frann H. Smith  
General Partner

FILED

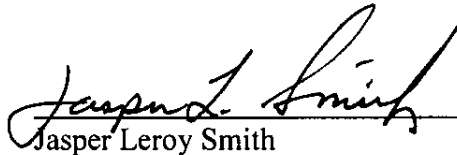
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**CERTIFICATE OF DESIGNATION  
OF REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 620.1114, FLORIDA STATUTES, THE UNDERSIGNED SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability limited partnership is HANNON INSURANCE AGENCY, LLLP.
2. The name and mailing address of the registered agent is Jasper Leroy Smith and 221 Reid Avenue, Port St. Joe, Florida 32456.

Having been named as registered agent and to accept service of process for the above stated limited liability limited partnership at the place designated in this certificate, Jasper Leroy Smith hereby accepts the appointment as registered agent and agrees to act in this capacity. Jasper Leroy Smith further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 620, F.S.

  
Jasper Leroy Smith

Date: October 15, 2009.

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