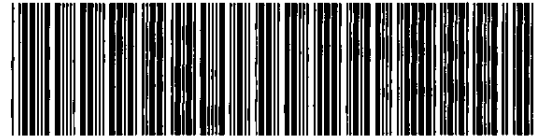


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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D. BRUCE

SEP 14 2010

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Dwyer Nevada Family LLLP
Name of Resulting Florida Limited Partnership or Limited Liability Limited Partnership

The enclosed Certificate of Conversion, Certificate of Limited Partnership, and fees are submitted to convert an "Other Organization" into a Florida Limited Partnership or Limited Liability Limited Partnership in accordance with s. 620.2104, F.S.

Please return all correspondence concerning this matter to:

Sally Pitlyk
Contact Person
Cummings & Lockwood LLC
Firm/Company
8000 Health Center Blvd, Ste 300
Address
Bonita Springs, FL 34135
City, State and Zip Code
clasp@cl-law.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Sally Pitlyk at (239) 390-8069
Name of Contact Person Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- \$1,052.50 Filing Fees (\$52.50 for Conversion and \$1,000 - Certificate) \$1,061.25 Filing Fees and Certificate of Status \$1,105.00 Filing Fees and Certified Copy \$1,113.75 Filing Fees, Certified Copy, and Certificate of Status

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

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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TALLAHASSEE, FLORIDA

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**CERTIFICATE OF CONVERSION
FOR
"OTHER BUSINESS ENTITY"
INTO
FLORIDA LIMITED LIABILITY LIMITED PARTNERSHIP**

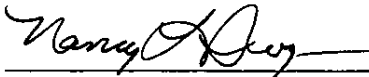
Pursuant to Section 620.2104 of the Florida Statutes, the following "Other Business Entity" hereby submits the attached Certificate of Limited Partnership and this Certificate of Conversion to convert to a Florida Limited Liability Limited Partnership:

1. The name of the "Other Business Entity" immediately prior to the filing of this document was the **DWYER NEVADA FAMILY LIMITED PARTNERSHIP**.
2. The "Other Business Entity" was a Nevada Limited Partnership formed on May 26, 2000 under the laws of the State of Nevada.
3. After the filing of this document, the "Other Business Entity" shall become a Florida Limited Liability Limited Partnership to be known as **DWYER NEVADA FAMILY LLLP**, as set forth in the attached Certificate of Limited Partnership.
4. The conversion was approved as required by Chapter 620 of the Florida Statutes and was approved as required by the converting organization's governing law.

Dated this 10th day of September, 2010.

**GENERAL PARTNER FOR NEVADA
FAMILY LIMITED PARTNERSHIP:**

ESTATE OF JAMES A. DWYER, JR.



NANCY L. DWYER
Co-Personal Representative



THERESA MONTERO
Co-Personal Representative

**GENERAL PARTNER FOR FLORIDA
LIMITED LIABILITY LIMITED PARTNERSHIP:**

ESTATE OF JAMES A. DWYER, JR.



NANCY L. DWYER
Co-Personal Representative



THERESA MONTERO
Co-Personal Representative

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP
FOR
FLORIDA LIMITED LIABILITY LIMITED PARTNERSHIP**

1. The name of the Florida Limited Liability Limited Partnership is **DWYER NEVADA FAMILY LLLP.**

2. The street address of the principal office and the mailing address are:

13500 Powers Court
Fort Myers, FL 33912

3. The name of the Registered Agent is CLASP Inc.

4. The street address of the Registered Agent is:

8000 Health Center Boulevard
Suite 300
Bonita Springs, FL 34135

5. *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. 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.*

CLASP Inc.

By: William N. Horowitz
William N. Horowitz, Vice President

6. This limited partnership elects to be a Limited Liability Limited Partnership.

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TALLAHASSEE, FLORIDA

7. The name and business address of the sole General Partner are:

Estate of James A. Dwyer, Jr.
13500 Powers Court
Fort Myers, FL 33912

Dated this 10th day of September, 2010.

GENERAL PARTNER:

ESTATE OF JAMES A. DWYER, JR.



NANCY L. DWYER
Co-Personal Representative



THERESA MONTERO
Co-Personal Representative

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TALLAHASSEE, FLORIDA

**CONSENT TO CONVERSION TO
FLORIDA LIMITED LIABILITY LIMITED PARTNERSHIP**

WHEREAS, JAMES A. DWYER, JR., as the General Partner, and JAMES A. DWYER, JR., Trustee of the JAMES A. DWYER, JR. TRUST DATED 1/7/1993, as the Limited Partner, established the DWYER NEVADA FAMILY LIMITED PARTNERSHIP (the "Partnership") on May 26, 2000 under the Nevada Uniform Limited Partnership Act (the "Act"); and

WHEREAS, the General Partner, JAMES A DWYER, JR., died on August 6, 2010 without a successor General Partner of the Partnership; and

WHEREAS, pursuant to Section 88.450.6 of the Act and Section 11.9 of the Partnership's Agreement of Partnership (the "Partnership Agreement"), the Limited Partner, the JAMES A. DWYER, JR. TRUST DATED 1/7/1993 (now known as and hereinafter referred to as the "JAMES A. DWYER, JR. TERMINATING TRUST U/A/D 1/7/1993"), by its current co-Trustees, NANCY L. DWYER and THERESA MONTERO, appointed the ESTATE OF JAMES A. DWYER, JR. (the "ESTATE") as successor General Partner; and

WHEREAS, the current co-Personal Representatives, NANCY L. DWYER and THERESA MONTERO, of the ESTATE accepted its appointment as General Partner; and

WHEREAS, pursuant to Section 8.1(a) of the Partnership Agreement the General Partner has the full power and authority to do all things necessary or desirable by it, in its reasonable discretion, to conduct the business, affairs and operations of the Partnership; and

WHEREAS, the General Partner now wishes to convert the Partnership to a Florida limited liability limited partnership; and

WHEREAS, the Limited Partner now wishes to consent to the plan of conversion set forth herein as required by Florida Statute § 620.2103; and

WHEREAS, there is nothing in the Partnership Agreement nor in the Act which prohibits this conversion; and

WHEREAS, this conversion is further permitted by the Florida Revised Uniform Limited Partnership Act of 2005; and

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TALLAHASSEE, FLORIDA

WHEREAS, the General Partner now wishes to consent to the execution of all documentation and exercise of all actions required for such conversion, including those specified under Florida law, particularly Florida Statutes §§ 620.2103 and 620.2104; and

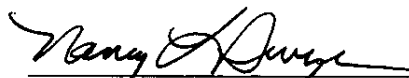
WHEREAS, the General Partner now wishes to approve the proposed Certificate of Conversion, Certificate of Limited Liability Limited Partnership and Limited Liability Limited Partnership Agreement of the Partnership; and

NOW, THEREFORE, the General Partner, by the co-Personal Representatives of the ESTATE, NANCY L. DWYER and THERESA MONTERO, and the Limited Partner by the co-Trustees of the JAMES A. DWYER, JR. TERMINATING TRUST U/A/D 1/7/1993, NANCY L. DWYER and THERESA MONTERO, hereby consent to the conversion of the Partnership to a Florida limited liability limited partnership, consent to the execution of all documentation, exercise of all actions required for such conversion, and approve the proposed Certificate of Conversion, Certificate of Limited Liability Limited Partnership and Limited Liability Limited Partnership Agreement.

IN WITNESS WHEREOF, each Partner hereby sets its hand and seal, as of this 10th day of September, 2010.

GENERAL PARTNER:

ESTATE OF JAMES A. DWYER, JR.



NANCY L. DWYER
Co-Personal Representative



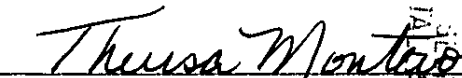
THERESA MONTERO
Co-Personal Representative

LIMITED PARTNER:

JAMES A. DWYER, JR. TERMINATING TRUST U/A/D 1/7/1993



NANCY L. DWYER
Co-Trustee



THERESA MONTERO
Co-Trustee

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TALLAHASSEE, FLORIDA