

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • (850) 224-1621 • Fax: (850) 224-2222

L00000006450

Cervello Enterprises, LLC

900003276299--0

-06/05/00--01055--011

****125.00 ****125.00

900003276299--0

-06/05/00--01055--012

****30.00 ****30.00

900003276299--0

Art of Inc. File -06/06/00--01001--012

****25.00 ****25.00

LTD Partnership File

Foreign Corp. File

☒ L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

☒ Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

00 JUN -5 PM 4:04
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
00 JUN -5 AM 11:50
RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

L00-6450
6/5
GA

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:

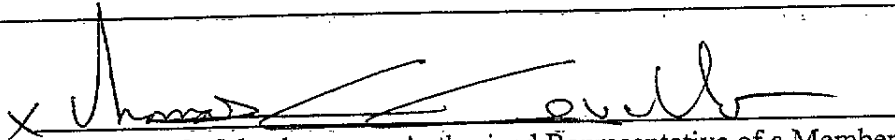
FIRST: The name of the unincorporated business immediately prior to filing this document was:
CERULLO ENTERPRISES, L.L.C. ✓ M99000000410

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

- A. Date: April 17, 1998
- B. Jurisdiction: State of Louisiana
- C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: same as above

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

" CERULLO ENTERPRISES, 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.)

THOMAS C. CERULLO, Member/Manager

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.)

FILED
00 JUN -5 PM 4: 04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA
LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is: CERULLO ENTERPRISES, L.L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

400 E. Chase St.
Pensacola, Florida 32503

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

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

THOMAS C CERULLO
Name
400 E. Chase St.
Florida street address (P.O. Box NOT acceptable)
PENSACOLA FL 32503
City, State, and Zip

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.

[Signature]
Registered Agent's Signature

Article IV - Management (Check box if applicable.)

☒ The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

(An additional article must be added if an effective date is requested)

[Signature]
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.)

THOMAS C CERULLO
Typed or printed name of signer

FILING FEES:

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

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TALLAHASSEE, FLORIDA