

CCRS

3 N. MERIDIAN STREET, LOWER LEVEL

TALLAHASSEE, FL 32301

22-1173

COVER SHEET

ACCT. #FCA-14

**L0000000/10338**

CONTACT: CINDY HICKS

000003374700--7

-08/28/00-01066--023

\*\*\*\*180.00 \*\*\*\*180.00

DATE:

08-28-00

REF. #:

0162.12899

CORP. NAME:

Melkus & Fleming, P.C.

FILED  
00 AUG 28 PM 3:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

( ) ARTICLES OF INCORPORATION

( ) ARTICLES OF AMENDMENT

( ) ARTICLES OF DISSOLUTION

( ) ANNUAL REPORT

( ) TRADEMARK/SERVICE MARK

( ) FICTITIOUS NAME

( ) FOREIGN QUALIFICATION

( ) LIMITED PARTNERSHIP

(X) LIMITED LIABILITY

( ) REINSTATEMENT

( ) MERGER

( ) WITHDRAWAL

( ) CERTIFICATE OF CANCELLATION

( ) UCC-1

( ) UCC-3

(X) OTHER:

Cert. of Conversion

STATE FEES PREPAID WITH CHECK#

FOR \$

180.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\$150.00-CF  
\$30.00-CC

COST LIMIT: \$

PLEASE RETURN:

(X) CERTIFIED COPY

( ) CERTIFICATE OF GOOD STANDING

( ) CERTIFICATE OF STATUS

Examiner's Initials

00-10338

Name	08-28
Availability	
Document	
Examination	
Preparation	
Valuation	
Approval	
Signature	W. E. Walker

RECEIVED  
00 AUG 28 AM 11:11  
DIVISION OF CORPORATION  
( ) PLAIN STAMPED COPY

## CERTIFICATE OF CONVERSION

In accordance with Section 608.439, Florida Statutes, (i) I the undersigned, being the authorized representative of all of the partners of Melkus & Fleming, a Florida general partnership (the "Partnership"), have adopted a resolution pursuant to which the Partnership shall be converted to a Florida professional service limited liability company known as Melkus & Fleming, P.L. (the "Company"), and (ii) I the undersigned, being the authorized representative of all of the members of the Company, execute this certificate to signify our consent to such conversion.

1. The Partnership was created under the laws of the State of Florida on August 25, 2000. The Partnership has at all times been a Florida general partnership.

2. The name of the Partnership is Melkus & Fleming, a Florida general partnership.

3. The name of the Company is Melkus & Fleming, P.L., a Florida limited liability company, which was created by the filing of its Articles of Organization with the Secretary of State of the State of Florida on the same date as this Certificate.

4. The effective date of the conversion of the Partnership into the Company shall be the date upon which this Certificate of Conversion to Florida Limited Liability Company shall be filed with the Secretary of State of the State of Florida.

The undersigned person, being the authorized representative of all of the partners of the Partnership and the authorized representative of all of the members of the Company, has executed this instrument this 25th day of August, 2000.

  
Daniel J. Fleming, as authorized representative

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION  
OF  
MELKUS & FLEMING, P.L.**

**ARTICLE I  
Name**

The name of the Professional Limited Liability Company is: Melkus & Fleming,  
P.L.

**ARTICLE II  
Address**

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

410 Ware Boulevard  
Suite 1101  
Tampa, Florida 33619

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**ARTICLE III  
Duration**

The period of duration for the Professional Limited Liability Company shall be  
perpetual.

**ARTICLE IV  
Purposes**

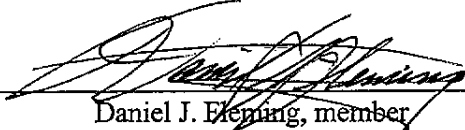
The Professional Limited Liability Company has been formed for the sole  
purposes of engaging in the practice of law, and the transaction of any or all other lawful  
business or activity permitted under Florida law.

**ARTICLE V  
Management**

The Professional Limited Liability Company is to be managed by the Manager(s)  
elected pursuant to the terms of the company's operating agreement. The initial Manager  
shall be Daniel J. Fleming.

**ARTICLE VI**  
**Registered Office/Registered Agent**

The name of the Limited Liability Company's registered agent is Daniel J. Fleming, and his address is 410 Ware Boulevard, Suite 1101, Tampa, Florida 33619.

A handwritten signature in black ink, appearing to read "Daniel J. Fleming", is written over a horizontal line.

Daniel J. Fleming, member

(In accordance with section 608.408(3), Florida Statutes, the execution of these articles constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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TALLAHASSEE, FLORIDA

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

THE UNDERSIGNED PROFESSIONAL LIMITED LIABILITY COMPANY  
SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED  
OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Professional Limited Liability Company is:

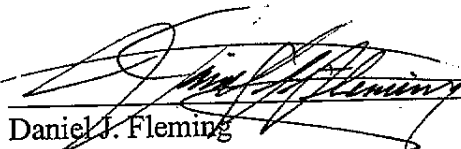
Melkus & Fleming, P.L.

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

Daniel J. Fleming  
410 Ware Boulevard  
Suite 1101  
Tampa, Florida 33619

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*Having been named to accept service of process for the above stated professional 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.*

  
Daniel J. Fleming

Date: AUGUST 24, 2000