

IVAN M. LEFKOWITZ*
GWEN D. BLOOM
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LEFKOWITZ & BLOOM, P.A.
ATTORNEYS AND COUNSELORS AT LAW

30 NORTH MILLS AVENUE
ORLANDO, FLORIDA 32803

TELEPHONE (407) 425-1174
FACSIMILE (407) 425-1981
WEBSITE: ORLANDOLAW.ORG

* BOARD CERTIFIED IN TAXATION AND
MASTER OF LAWS IN ESTATE PLANNING
+ ALSO ADMITTED IN MASSACHUSETTS

July 25, 2000

Attn: Corporations Division
Secretary of State
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

Re: Conversion of Ranch Equipment, Ltd. to
Ranch Equipment, L.L.C.
Effective Date: Date of Filing

Dear Sir or Madam:

Enclosed are the original and a duplicate copy of the Certificate of Conversion of the above referenced entity. The duplicate copy has been subscribed and acknowledged by the subscriber in the same manner as the original. Please endorse your approval of the Certificate of Conversion on the duplicate copy, and return a certified copy to this office. A copy of the Articles of Organization for Ranch Equipment, L.L.C. are also enclosed.

A check is also enclosed in the total amount of \$55.00 to cover the cost of filing the Certificate of Conversion.

Yours very truly,

Ivan M. Lefkowitz

IML:glg
Enclosures
cc: Joseph Castello, Manager
Hal Kennedy, C.P.A.
Mr. Leo Trepanier

900003338609--6
-09/15/00--01090--017
*****55.00 *****55.00

900003338609--6
-07/27/00--01083--002
*****55.00 *****55.00

900003338609--6
-09/15/00--01090--018
*****40.00 *****40.00

FILED
SEP 15 2000
TALLAHASSEE
SECRETARY OF STATE

L00-11193
R. [signature]



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 3, 2000

IVAN M. LEFKOWITZ, ESQ.
LEFKOWITZ & BLOOM, P.A.
430 N. MILLS AVENUE
ORLANDO, FL 32803

SUBJECT: RANCH EQUIPMENT, L.L.C.
Ref. Number: L00000005062

We have received your document for RANCH EQUIPMENT, L.L.C. and your check(s) totaling \$55.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We are enclosing the proper form(s) with instructions for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6917.

Gretchen Harvey
Document Specialist Supervisor

Letter Number: 000A00042041

FILED
NO SEP 15 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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IVAN M. LEFKOWITZ*
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* BOARD CERTIFIED IN TAXATION AND
MASTER OF LAWS IN ESTATE PLANNING
+ ALSO ADMITTED IN MASSACHUSETTS

September 13, 2000

Attn: Corporations Division
Secretary of State
Attention: Ms. Gretchen Harvey
Post Office Box 6327
Tallahassee, Florida 32314

Re: Ranch Equipment, L.L.C.
Effective Date: Date of Filing

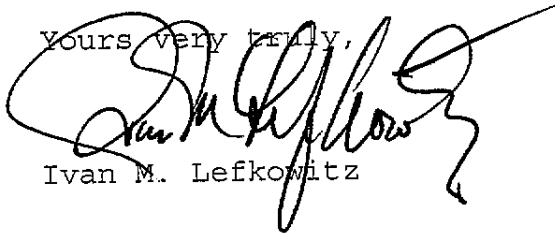
Dear Ms. Harvey:

In connection with the above-referenced entity, enclosed are the original and duplicate copy of the following documents:

1. Articles of Organization for Ranch Equipment, L.L.C.
2. Certificate of Conversion for Ranch Equipment, Ltd.

Also enclosed are checks totaling \$95.00, the amount you indicated was due to cover the filing fee. An additional check in the amount of \$55.00 is being held by your office as stated in the copy of your letter dated August 3, 2000, which is attached. Please endorse your approval of the Articles of Organization and Certificate of Conversion on the duplicate copies, and return the copies to my office at your earliest convenience. Thank you in advance for your assistance.

Yours very truly,


Ivan M. Lefkowitz

IML:glg
Enclosure
cc: Joseph Castello, Manager

FILED
00 SEP 15 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

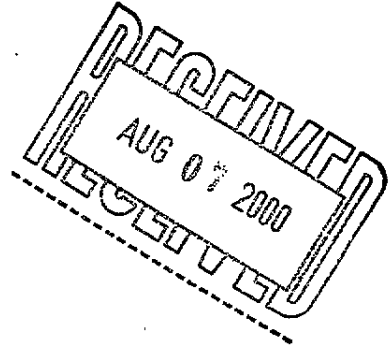


FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 3, 2000

IVAN M. LEFKOWITZ, ESQ.
LEFKOWITZ & BLOOM, P.A.
430 N. MILLS AVENUE
ORLANDO, FL 32803

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FILED
00 SEP 15 PM 5:00
SECRETARY OF STATE
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:

RANCH EQUIPMENT, LTD.

A98-807

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

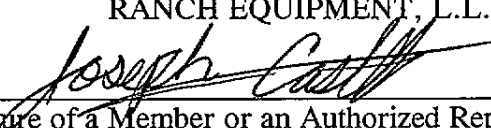
A. Date: MARCH 26, 1998

B. Jurisdiction: FLORIDA

C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: NONE

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

RANCH EQUIPMENT, L.L.C.


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.)

JOSEPH CASTELLO

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.)

INHS11(10/99)

G:\Client\Trepanier\RanchEquipLLC\CertConvToLLC.wpd

FILED
NO SEP 15 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Ranch Equipment, L.L.C.

ARTICLE II - Address:

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

Use Address Below
~~5645 West Lake Mary Drive, Lake Mary, Florida 32746~~

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

The name of the Florida street address of the registered agent is:

Joseph Castello

Name

311 Lake Markham Road

Florida street address (P.O. Box NOT acceptable)

Sanford, Florida 32771

City, State, and Zip

FILED
00 SEP 15 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Joseph Castello
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.

ARTICLE V - Effective Date

The Limited Liability Company shall have an effective date of:

Upon Filing of Articles of Organization

Joseph Castello
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.)

Joseph Castello, Manager

Typed or printed name of signee