

CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

L000000D11828

CONTACT: CINDY HICKS

DATE: 9-29-00

REF. #: 0171

CORP. NAME: DMS Groves, LLC

700003409507--8
-09/29/00--01050--005
***185.00 ***185.00

- | | | |
|---|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input checked="" type="checkbox"/> OTHER: <u>Certificate of Conversion</u> | | |

00 SEP 29 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

STATE FEES PREPAID WITH CHECK# 0122 FOR \$ 185.

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

RECEIVED
00 SEP 29 AM 10:45
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PLEASE RETURN:

- | | | |
|---|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input checked="" type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

9-29-00

**CERTIFICATE OF CONVERSION OF UNINCORPORATED BUSINESS
INTO DMS GROVES, LLC
UNDER FLORIDA STATUTES 608.439**

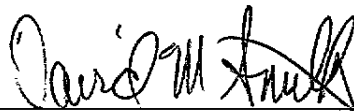
It is hereby certified that:

1. DAVID M. SMITH (the "Owner"), first established his unincorporated business in 1983;
2. The name under which the business entity operated immediately prior to the filing of this Certificate of Conversion was that of the Owner;
3. The name of the limited liability company, as set forth in the Articles of Organization filed of even date herewith, is DMS GROVES, LLC; and
4. The effective date of this conversion to DMS GROVES, LLC shall be the filing date of this certificate.

Dated: This 21 day of September, 2000.

DMS GROVES, LLC

By: _____



DAVID M. SMITH, Manager

APPROVED
AND
FILED
00 SEP 29 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
DMS GROVES, LLC**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida, does hereby set forth the following:

ARTICLE I - NAME

The name of the Limited Liability Company (the "Company") is DMS GROVES, LLC.

ARTICLE II - ADDRESS

The principal office and mailing address of this Company is 2075 38th Ave., Vero Beach Florida 32960.

ARTICLE III - PERIOD OF DURATION

The Company shall exist perpetually.

ARTICLE IV - MANAGEMENT

Subject to the terms of the Operating Agreement for the Company, the Company shall be a manager-managed company and the initial manager until such time as he is replaced shall be:

David M. Smith
325 Princeton Ave.
Princeton NJ 08540-1617

ARTICLE V - REGISTERED AGENT AND REGISTERED OFFICE.

The name and street address of the initial registered agent in Florida for the Company is Michael D. Minton, 1903 S. 25th Street, Suite 200, Fort Pierce, FL 34947.

00 SEP 29 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

IN WITNESS WHEREOF, the undersigned Member of the Company has made and
subscribed these Articles of Organization this 21 day of September, 2000.



DAVID M. SMITH, Member

ACCEPTANCE BY REGISTERED AGENT

Having been named as the registered agent for the above-mentioned Company at the
place designated in the foregoing Articles of Organization, I hereby accept such designation and
agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative
to the proper and complete performance of my duties as registered agent. I am familiar with, and
accept the duties and obligations of, Section 608.415 of the Florida Statutes.

Signature: 

Michael D. Minton

Date: September 22, 2000

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AND
FILED
00 SEP 29 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA