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cb conversion - not Domestication

October 31, 2000

00784-00524

1/2

W-27240

Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

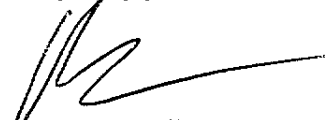
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Dear Sirs,

Attached with this letter please find a Transmittal Letter, Certificate of Domestication, and the Articles of Organization for P & L Renovations LLC, along with a check from my office in the amount of \$137.50 to cover the filing fee for the articles, the designation of registered of agent, and a certified copy for my files. Thank you for your assistance in processing this paper work.

Very truly yours,



Albert L. Kelley

AK/jc

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN -2 AM 11:18



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 15, 2000

ALBERT L. KELLEY, P.A.
926 TRUMAN AVE.
KEY WEST, FL 33040

SUBJECT: P&L RENOVATIONS, LLC
Ref. Number: W00000027240

We have received your document for P&L RENOVATIONS, LLC and your check(s) totaling \$137.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

To convert an out of state Limited Liability Company to a Florida Limited Liability Company you must complete the attached Certificate of Conversion.,

There is a balance due of \$12.50.

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 900A00058910

CERTIFICATE OF CONVERSION

Pursuant to sections 608.407 and 608.439, Florida Statutes, the following entity hereby submits the attached articles of organization and this certificate of conversion to convert to a Florida limited liability company:

(Note: Section 608.439, F.S., does not provide for a corporation to convert to a limited liability company.)

FIRST: The name of the other entity immediately prior to filing this document was:
P & L Renovations, LLC 1999000001417

SECOND: The date on which and the jurisdiction in which the other entity was first created or otherwise came into being were:

A. Date: 2/16/99

B. Jurisdiction: Virginia

THIRD: If the jurisdiction was changed, the jurisdiction immediately prior to its conversion to a Florida limited liability company was: N/A

FOURTH: The name of the limited liability company as set forth in the forth in the attached articles of organization is:
P & L Renovations, LLC

FIFTH: Attached is a copy of the articles of organization for the new Florida limited liability company.

SIXTH: The effective date, if other than the date of filing, is: N/A
(Note: Date must be specific and cannot be prior to the date of filing or more than 90 days in the future.)

[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.)

Albert L. Kelley

Typed or Printed Name of Signee

FILING FEES: \$100 Filing Fee for Articles of Organization
\$25 Filing Fee for Registered Agent Designation
\$25 Filing Fee for Certificate of Conversion
\$30 Certified Copy (optional)
\$5 Certificate of Status (optional)

\$150.00
Total

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**ARTICLES OF ORGANIZATION
FOR
P&L RENOVATIONS, LLC
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned hereby form a limited liability company ("LLC") under the Florida Limited Liability Company Act and hereby adopt the following Articles of Organization of the LLC:

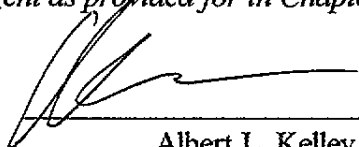
ARTICLE 1. Name: The name of the Limited Liability Company is P&L Renovations, LLC.

ARTICLE 2. Address: The initial mailing address of the Limited Liability Company is 926 Truman Ave., Key West, FL 33040. The initial operating address of the Limited Liability Company is 1119 Catherine St., Key West, FL 33040

ARTICLE 3. Registered Agent, Registered Office, & Registered Agent's Signature: The name and the Florida street address of the Registered Agent are:

Albert L. Kelley
926 Truman Ave.
Key West, FL 33040

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.


Albert L. Kelley

ARTICLE 4. Management: The Limited Liability Company is to be managed by one more managers and is therefore a manager-managed company. The initial manager of the LLC shall be Peter Kinsella.


ARTICLE 5. Duration: The duration of the Company shall be fifty (50) years from the last day of the year in which these Articles of Organization are filed. The latest date on which the Company is to dissolve is December 31, 2050.


ARTICLE 6. Powers: The Company shall have all powers that may be held by limited liability companies under the laws of the State of Florida as they may be amended from time to time. The purpose for which the Company is organized is the transaction of any or

all lawful business for which limited liability companies may be organized under the laws of the State of Florida as they may be amended from time to time.

ARTICLE 7. Operating Agreement: The members shall enter into an Operating Agreement which relates to the business of the Company, the conduct of its affairs, its rights or powers and the rights or powers of its members, managers, officers, employees or agents.

IN WITNESS WHEREOF, we the undersigned organizers have set our hands on the date indicated below.

Date: 9-27-00 Signature: 
Peter J. Kinsella Member

Date: 09.27.00 Signature: 
Lester Bowers Member