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ALAN F. GONZALEZ, P.A.

Attorney at Law

1602 West Sligh Avenue
Suite 300
Tampa, Florida 33604-5809

(813) 935-2552

FAX (813) 933-5836

March 1, 2001

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

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-03/05/01--01058--009
****150.00 ****150.00

RE: PROCOPIO PROPERTIES, L.L.C.

Dear Sir:

Enclosed herewith please find two copies of the Articles of Organization and Certificate of Conversion for the above limited liability company for filing with your office. Also enclosed is our check in the sum of \$150.00 to cover filing fees, etc.

Very truly yours,



Elizabeth Tullos
Legal Assistant
et
Enclosures

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TALLAHASSEE, FLORIDA

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CERTIFICATE OF CONVERSION

Pursuant to §608.439, F.S., 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:
SALVATORE and LIBERATA PROCOPIO

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

- A. Date: June 19, 1989
- B. Jurisdiction: FLORIDA (Hillsborough County)
- C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: N/A
- D. Legal description of real property transferred to limited liability company identified in the attached Articles of Organization, i.e., Procopio Properties, L.L.C., to wit:

That part of Lot 1, Block A, ORANGE WOOD ESTATE, as per map or plat thereof as recorded in Plat Book 32, Page 33 of the Public Records of Hillsborough County, Florida and being more particularly described as follows: Commence at the Southwest corner of said Lot 1, Block A, and run thence N 00°00'00"W, along the East right-of-way line of N. Armenia Avenue a distance of 26.20 feet; thence departing said right-of-way run thence N 90°00'00" E, a distance of 38.88 feet to the Point-Of-Beginning; thence run N 86°41'41" E, a distance of 21.2 feet; thence run N 03°18'19" W, a distance of 3.4 feet; thence run N 86°41'41"E, a distance of 29.8 feet; thence run N 03°18'19" W, a distance of 76.7 feet; thence run S 86°41'41" W, a distance of 50.6 feet; thence run S 03°18'19" E, a distance of 42.3 feet; thence run S 86°41'41" W, a distance of .03 feet; thence run S 03°18'19" E, a distance of 37.8 feet to the Point-Of-Beginning. The above described parcel contains 3967 square feet, MOL.

Street address: 7825 N. Armenia Ave., Tampa, FL 33604

Folio No.: 101835.000

Estimated Fair Market Value \$112,052.00

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

PROCOPIO PROPERTIES, L.L.C.

Name: Alan F. Gonzalez
Address: 1602 51st St, Tpa, FL

SALVATORE PROCOPIO, Member
7825 N. Armenia Ave., Tampa, FL 33604

Melody Head
Name: Melody Head
Address: 1602 Sligh, TPA, FL

Alan F. Conzalez
Name: Alan F. Conzalez
Address: 1602 Sligh, TPA, FL

Melody Head
Name: Melody Head
Address: 1602 Sligh, TPA, FL

(In accordance with §608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury That the facts stated herein are true.)

Liberata Procopio
LIBERATA PROCOPIO
7825 N. Armenia Ave., Tampa, FL 33604

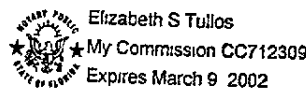
(In accordance with §608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury That the facts stated herein are true.)

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY, that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared SALVATORE PROCOPIO and LIBERATA PROCOPIO to me known to be the persons or who have provided a Florida driver's license for identification, described in and who executed the foregoing instrument, and they acknowledged before me that they executed the same as their free act and deed for the uses and purposes therein stated.

WITNESS my hand and official seal in the County and State last aforesaid this 28 day of February 2001.

Elizabeth S. Tullos
Notary Public
My Commission Expires:
Commission No.:



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**ARTICLES OF ORGANIZATION
OF
PROCOPIO PROPERTIES, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of this limited liability company shall be:
PROCOPIO PROPERTIES, L.L.C.

ARTICLE II - ADDRESS

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

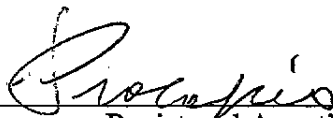
**7825 N. Armenia Ave.
Tampa, FL 33604**

**ARTICLE III - REGISTERED AGENT, REGISTERED OFFICE &
REGISTERED AGENT'S SIGNATURE**

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

**SALVATORE PROCOPIO
7825 N. Armenia Ave.
Tampa, FL 33604**

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.



Registered Agent's Signature

ARTICLE IV - MANAGEMENT

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

ARTICLE V - CLASS OF MEMBERS

The Company shall have two classes of members. One class of members shall be the active, voting members identified as managing members in the operating

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agreement. The other class of members shall be the passive, non-voting members of the Company except as provided for herein or in the regulations or operating agreement of the Company. Only the managing members shall have the authority to vote with respect to the active management of the business affairs of the Company. The other passive, non-voting members shall not participate in any way in the management of the Company business.

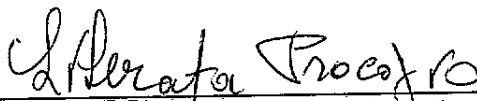
ARTICLE VI - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all members (both managing and non-managing) of the Company and upon such terms and conditions as shall be determined by all the members as set forth in the regulations or operating agreement of the Company. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company (and unless said member is a voting member as referenced in Article V herein) or become a member unless all the other members of the Company other than the member proposed to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

IN ACCORDANCE WITH §608.408 Tampa, FL 33604, F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.



SALVATORE PROCOPIO, Member



LIBERATA PROCOPIO, Member

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