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ANTHONY C. SOVIERO  
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DELRAY BEACH, FL 33483

Telephone: 561/278-0098  
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MJH

April 18, 2001

*Conversion*

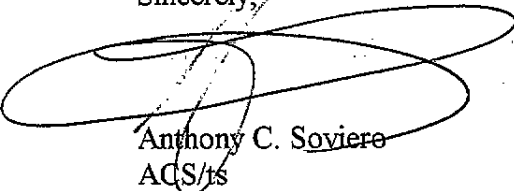
Registration Section  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Dear Sirs/Madam:

Please find enclosed our Articles of Incorporation and Articles of Organization for SOVIERO FAMILY L.L.C. Also enclosed is my check for \$150.00 as Filing Fee for the Articles of Organization, Certificate of Conversion and Designation of Registered Agent.

Thank you in advance for your kind assistance.

Sincerely,

  
Anthony C. Soviero  
ACS/ts

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\*\*\*\*150.00 \*\*\*\*150.00

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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:

Soviero Family Limited Partnership

A98-1445

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 10, 1998

B. Jurisdiction: Florida

C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: \_\_\_\_\_

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

Soviero Family, 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.)

Anthony C. Soviero

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)

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

**ARTICLES OF ORGANIZATION FOR A FLORIDA LIMITED LIABILITY  
COMPANY**

**ARTICLE I-Name**

The name of the Limited Liability Company is Soviero Family L.L.C.

**ARTICLE II-Address**

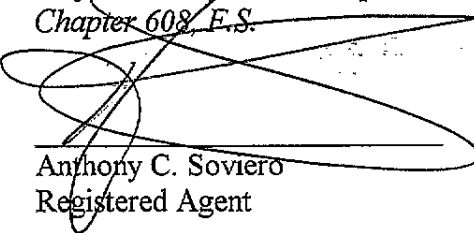
The mailing address and street address of the principal office of the Limited Liability Company is: 70 Southeast Fourth Avenue Delray Beach, FL 33483.

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

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

Anthony C. Soviero  
Name  
70 Southeast Fourth Avenue  
Florida street address  
Delray Beach, FL 33483  
City State, and Zip

*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.*

  
\_\_\_\_\_  
Anthony C. Soviero  
Registered Agent

**ARTICLE IV-Management**

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

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

  
\_\_\_\_\_  
Anthony C. Soviero, Manager