

Fulton Trust

L01000000 11/31

P.O. Box 1402
Gainesville, Florida 32614
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bv-ft@msn.com

July 2, 2001

Florida Department of State
Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

800004457648--8
-07/03/01--01036--002
****150.00 ****150.00

Re: Formation of Fulton Capital, LLC

Attention: Registration Section

Enclosed please find the following documents relating to the formation of a new Florida Limited Liability Company named Fulton Capital, LLC.

Check for \$150.00 made payable to Florida Department of State
Certificate of Conversation
Documentation of name of unincorporated business prior to this filing
Articles of Organization of Fulton Capital, LLC

If you have any questions or need additional information in order to file these documents, please call, fax or email. The best email address to reach me is "vassar@bellsouth.net"

Sincerely,
Fulton Trust

W.F. Vassar Jr.

W.F. Vassar, Jr.
Trustee

W.F.Vjr/bm
Enclosures

FILED
01 JUL -3 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L01-11/31
gc

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:

Fulton Capital

SECOND:

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

- A. Date: December 4, 2000
- B. Jurisdiction: State of Florida
- C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion:

THIRD:

The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is:

Fulton Capital, LLC

W.F. Vassar Jr. trustee
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.)

W.F. Vassar Jr., Trustee of Fulton Trust UAD 1/9/95
Typed or Printed Name of Signee

FILED
01 JUL -3 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.)

**ARTICLES OF ORGANIZATION
OF
FULTON CAPITAL, LLC**

ARTICLE I - Name:

The name of the Limited Liability Company is: **FULTON CAPITAL, LLC**

ARTICLE II - Address:

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

Mailing: P.O. Box 140251
Gainesville, Florida 32614

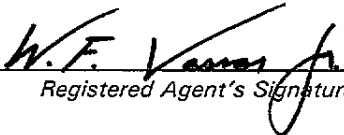
Street: 802 N.W. 23rd Avenue
Gainesville, Florida 32609

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

The name and the Florida street address of the Registered Agent are:

W.F. Vassar, Jr.
802 N.W. 23rd Avenue
Gainesville, Florida 32609

Having been named as Registered Agent and to accept service of process for the above stated Florida 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, Florida Statutes.

 7/2/01

Registered Agent's Signature

Article IV - Management:

The Limited Liability Company is to be managed by one or more of its members and is a Florida member-managed company.

 trustee

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.)

W.F. Vassar Jr., Trustee of Fulton Trust UAD 1/9/95

Typed or printed name of signer

Filing Fees:

\$100.00 Filing Fee for Articles of Organization
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (Optional)
\$ 5.00 Certificate of Status (Optional)

01 JUL -3 PM 4:15
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA