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*ADMITTED IN NEW YORK ONLY

LO10000012419

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

7/24

Via Federal Express

AJH

Re: Conversion of Georgia LLC to Florida LLC - Bray & Gillespie, L.L.C.

Ladies and Gentlemen:

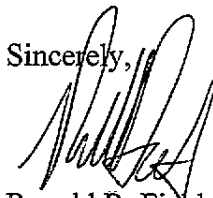
Enclosed please find the following for filing and return to us:

800004493738--3
-07/24/01--01069--002
****180.00 ****180.00

1. Original executed Certificate of Conversion
2. Original executed Articles of Organization for Florida Limited Liability Company of Bray & Gillespie LLC
3. Check payable to your order for \$180. representing the filing fee for the Conversion of \$25.00; filing fee for Florida Articles of \$125.00 and \$30.00 for a certified copy of the Articles.
4. Return Federal Express envelope

Thank you and if you have any questions, please call my secretary, Joyce.

Sincerely,



Ronald R. Fieldstone, Esq.

RRF:jat
Enc.

H:\LIBRARY\Clients\Bray & Gillespie\Letters\dept state.wpd
07/23/1-12:11PM

FILED
01 JUL 24 PM 1:02
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:

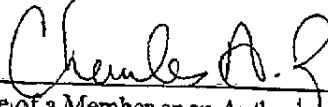
FIRST: The name of the unincorporated business immediately prior to the filing this document was:

Bray & Gillespie, L.L.C.

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

- A. Date: February 14, 1995
- B. Jurisdiction: Georgia
- C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: n/a

THIRD: The name of the limited liability company as set forth in the attached articles of organization is: Bray & Gillespie, LLC



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.)

Charles A. Bray, Member
Typed or Printed Name of Signee

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

BRAY & GILLESPIE LLC

ARTICLE II - Address:

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

P. O. Box 265400
Daytona Beach, FL 32126-5400

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

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

Ronald R. Fieldstone

Name

201 Alhambra Circle, Suite 601

Florida street address (P.O. Box NOT acceptable)

Coral Gables, Florida 33134

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.

[Signature]
Registered Agent's Signature

Article IV - Management (Check box if applicable.)

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

(An additional article must be added if an effective date is requested)

[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.)

Charles A. Bray, Member

Typed or printed name of signee

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA