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August 28, 2001

VIA CERTIFIED MAIL

Florida Department of State  
Division of Corporations  
49 East Gaines Street  
Tallahassee, Florida 32399

400004566314--9  
-08/31/01--01071--001  
\*\*\*\*155.00 \*\*\*\*155.00

Re: Conversion of JTH Associates Partnership to JTH Associates LLC


Dear Sir or Madam:

Enclosed herein for filing are a Certificate of Conversion and Articles of Organization along with a check in the amount of One Hundred Fifty Five (\$155.00) Dollars.

We have included \$30.00 in the filing fees for a certified copy. Please return same to my New York office.

Thank you for your assistance in connection with this matter.

Very truly yours,

  
Michael A. Tognino

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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## 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:

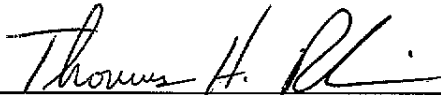
FIRST: The name of the unincorporated business immediately prior to filing this document was:  
JTH Associates Partnership

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

- A. Date: 6/1/88
- 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:

JTH Associates, 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.)

Thomas H. Robinson

Typed or Printed Name of Signee

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
01 AUG 31 PM 1:01

### 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 FOR FLORIDA LIMITED LIABILITY COMPANY

## ARTICLE I - Name:

The name of the Limited Liability Company is:

JTH Associates, LLC

## ARTICLE II - Address:

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

400 5th Avenue South  
Naples, Florida 34102

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

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

Thomas H. Robinson

Name

480 Short Lane

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

Naples

FL

34102

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.*

Thomas H. Robinson

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, therefore, a manager - managed company.

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

Thomas H. Robinson

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.)

Thomas H. Robinson

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)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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