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LAW OFFICE
JOHNSTON, THOMAS AND BILLINGTON, LLC
BANK OF AMERICA BUILDING, SUITE 301
2005 EAST ATLANTIC BOULEVARD
POMPANO BEACH, FLORIDA 33062-5244

THOMAS W. JOHNSTON, P.A.
THOMAS W. JOHNSTON
ANDREW JAMES JOHNSTON
TEL. 954-942-6633
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THOMAS AND BILLINGTON, P.A.
BARRY P. BILLINGTON
JAMES B. THOMAS, RETIRED
TEL. 954-943-7200
FAX 954-942-3958

November 9, 2001

Florida Department of State
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Johnston, Thomas and Billington, LLC

Gentlemen:

Enclosed for filing is a Certificate of Conversion together with the attached Articles of Organization for the above referenced Limited Liability Company. Also enclosed is a check totaling \$185.00 to cover the filing fees for the aforementioned documents and certified copies of each document.

Please forward the certified copies to this office at the above address. Thank you.

Very truly yours,

Thomas W. Johnston, P.A.

Thomas W. Johnston

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****185.00 ****185.00

TWJ/jj

Enclosures: Certificate of Conversion, Articles of Organization, Check \$185.00

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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:

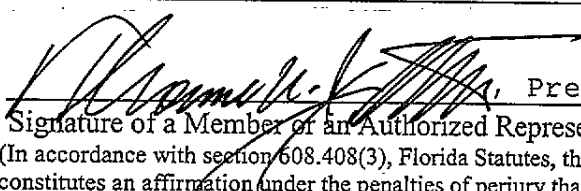
Johnston, Thomas and Billington, LLP

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

- A. Date: April 18, 1997
- 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:

Johnston, Thomas and Billington, LLC

By: , President, Thomas W. Johnston, P.A.

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 W. Johnston, President, Thomas W. Johnston, P.A.

Typed or Printed Name of Signee
Member of Johnston, Thomas and Billington, LLC

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.)

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ARTICLES OF ORGANIZATION
OF
JOHNSTON, THOMAS AND BILLINGTON, LLC

The undersigned, for the purpose of forming a Limited Liability Company under the provisions of Florida Statutes Chapter 608, does hereby adopt the following Articles of Organization.

ARTICLE I

The name of the Limited Liability Company is:

Johnston, Thomas and Billington, LLC

ARTICLE II

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

Johnston, Thomas and Billington, LLC
2335 East Atlantic Boulevard, Suite 301
Pompano Beach, Florida 33062

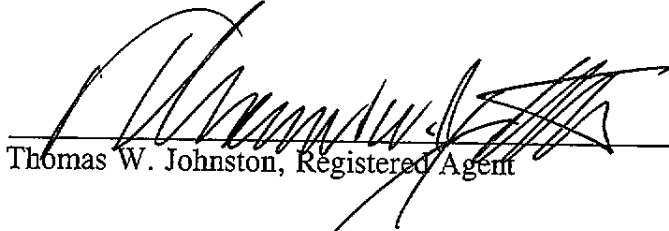
ARTICLE III

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

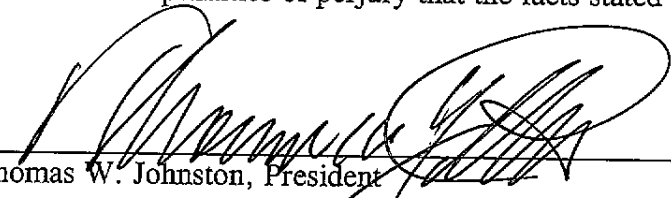
Thomas W. Johnston
2335 East Atlantic Boulevard, Suite 301
Pompano Beach, FL 33062.

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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 W. Johnston, Registered Agent

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

By: 
Thomas W. Johnston, President
Thomas W. Johnston, P.A., Member
Johnston, Thomas and Billington, LLC

IN WITNESS WHEREOF, the abovesigned subscriber has executed these Articles of
Organization this 9th day of November, 2001.

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