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DATE:

12-21-01

ACCOUNT NO:

FCA000000015

AUTHORIZATION:

ABBIE/PAUL HODGE

Abbie Hodge

TYPE OF FILING: ARTICLES OF INCORPORATION

NAME: WILLSON CONSULTING, LLC

SPECIAL INSTRUCTIONS: NONE

\$150.00

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF CONVERSION

OF

WILLSON CONSULTING, LLC

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 incorporated business immediately prior to filing this document was:

WILLSON CONSULTING, LLC

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 11, 1999
- B. Jurisdiction: Maryland
- C. If different from the above-noted jurisdiction, the jurisdiction immediately prior to its conversion: N/A

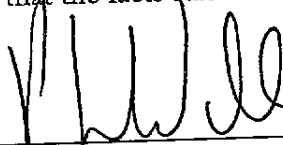
THIRD: The name of the limited liability company as set forth in the attached Articles of Organization is:

WILLSON CONSULTING, LLC

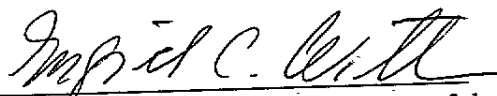
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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned members have signed this Certificate of Conversion, acknowledging the same to be their act, on this 18th day of December, 2001.

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.



PETER LEE WILLSON, Trustee of the
Peter Lee Willson Living Trust U/T/D
March 25, 1996



INGRID C. WILLSON, Trustee of the
Peter Lee Willson Living Trust U/T/D
March 25, 1996

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ARTICLES OF ORGANIZATION

OF

WILLSON CONSULTING, LLC

THESE ARTICLES OF ORGANIZATION are made by the undersigned members pursuant to the provisions of Section 608.407, Florida Statutes, in order to form a limited liability company.

ARTICLE I: The name of the limited liability company is **WILLSON CONSULTING, LLC.**

ARTICLE II: The purpose for which the limited liability company is formed is to engage in any act or activity for which limited liability companies may be organized under Chapter 608.

ARTICLE III: The mailing address and street address of the principal office of the limited liability company is:

7575 Pelican Bay Blvd., Apt. 1401
Naples, FL 34108

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

Peter Lee Willson
7575 Pelican Bay Blvd., Apt. 1401
Naples, FL 34108

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.

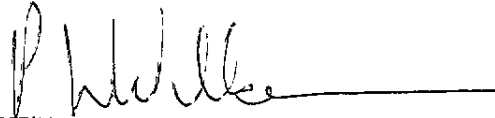

PETER LEE WILLSON

ARTICLE V: The limited liability company is to be managed by the members.

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned have signed these Articles of Organization, acknowledging the same to be their act, on this 18th day of December, 2001.

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.



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