

"Authentic Jerusalem Stone Quarried in the Holy Land And Hand Crafted in the United States..."

December 12, 2001

Registration Section Division of Corporations Post Office Box 6327 Tallahassee, FL 32314

000004729660---12/18/01--01011--003 \*\*\*\*150.00 \*\*\*\*150.00

Dear Registrar

Pursuant to Chapter 608 of the Florida Statutes, the undersigned being a member of the Holy Land Stone Company, LLC in formation does hereby submit the following signed documents for filing:

1. Certificate of Conversion of Holy Land Stone Company into Holy Land Stone

2. Articles of Organization for Florida Limited Liability Company, including the designation of Registered Agent.

The effective date of these documents should be January 1, 2002.

Also included is a company check in the amount of \$150.00.

Pursuant to the instructions contained in the forms on the Internet, please be advised that Holy Land Stone Company is located at 4316 Fortune Place, Melbourne, Florida 32904. The telephone number is 321-952-9610.

The undersigned may be reached at the above location and telephone number in the afternoons from 1:00 PM to 5:00 PM. During the morning the undersigned may be reached at 785 Puesta Del Sol Plaza, Indialantic, FL 32903. The telephone number is 321-777-9988.

Very truly yours,

ward Rothman

Member of the Limited Liability Company

4316 Fortune Place – Melbourne, FL 32904 Toll free: 800-952-3412 or 321-952-9610/Fax: 321-725-7860/E-mail: hlsc@iu.net (Visit our web site at www.holylandstone.net)

## CERTIFICATE OF CONVERSION

Pursuant to section 608.439, Florida Statutes, the following unincorporated business entity hereby submits the <u>attached articles of organization</u> 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 Holy Land Stone Company.

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

A. Date: January 1, 1998

B. Jurisdiction: Brevard County, Florida

C. If different from the above noted jurisdiction, the jurisdiction immediately prior to conversion: Not Applicable.

THIRD: The name of the limited liability company as set forth in the *attached* articles of organization is: Holy Land Stone Company, LLC.

FOURTH: The date of conversion is effective the 1st day of January, 2002.

Howard E. Rothman, Member of the LLC

(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.)

## CERTIFICATE OF FORMATION HOLY LAND STONE COMPANY, LLC

- 1. The name of the limited liability company is Holy Land Stone Company, LLC.
- 2. The address of its registered office in the State of Florida is 4316 Fortune Place, Melbourne, Florida 32904. The mailing address is the same.
- 3. The name of its registered agent is Mrs. Penelope F. Martin, Her address is 4316 Fortune Place, Melbourne, Florida 32904.

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.

Penelope F. Martin

- 4. This limited liability company, Holy Name Stone Company, LCC, is a manager-managed company. The following persons are hereby appointed to serve as the initial managers of the Company until the first annual meeting of the Company or until their successors are appointed and duly qualify and that they shall constitute the managers of the Company:
  - 1. Penelope F. Martin, President
  - 2. James A. Martin, Vice President
  - Howard E. Rothman, Vice President 3.
  - 4. Mary Bonenberger, Secretary
- 5. The effective Date of this Certificate of Formation is January 1, 2002.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of Holy Land Stone Company this 11th day of December, 2001.