



L01000022647

ACCOUNT NO. : 072100000032

REFERENCE : 547703 4352702

AUTHORIZATION :

COST LIMIT : \$ 180,000

Patricia Pigute

ORDER DATE : December 27, 2001

ORDER TIME : 3:34 PM

ORDER NO. : 547703-025

CUSTOMER NO: 4352702

CUSTOMER: Ms. Lisa Folis
Williams Parker Harrison Dietz
200 South Orange Avenue
Sarasota, FL 34236

DEPARTMENT OF STATE
DIVISION OF CORPORATE AFFAIRS
TALLAHASSEE, FLORIDA

RECEIVED
01 DEC 27 PM 4:33

DOMESTIC AMENDMENT FILING

NAME: BETTINA VON WALHOFF LLC

EFFECTIVE DATE:

700004741897--8

XX ARTICLES OF CONVERSION
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

01 DEC 27 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVE
AND
FILED

CONTACT PERSON: Deborah Schröder -- EXT# 1118

EXAMINER'S INITIALS:

DB
12-28-01

**CERTIFICATE OF CONVERSION
OF
BETTINA VON WALHOFF 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 unincorporated business immediately prior to filing this document was:

BETTINA VON WALHOFF LLC

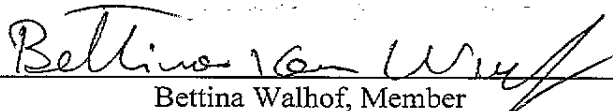
SECOND: The date on which and the jurisdiction in which the unincorporated business was first created or otherwise came into being are:

- A. Date: August 10, 1999
- B. Jurisdiction: New York
- 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:

BETTINA VON WALHOF, LLC

FOURTH: The conversion of the unincorporated business entity to a Florida limited liability company shall be effective upon the filing of this Certificate of Conversion and the attached Articles of Organization.


Bettina Walhof, 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 here are true.)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
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**ARTICLES OF ORGANIZATION
OF
BETTINA VON WALHOF, LLC**

The undersigned subscribes to these Articles of Organization to form a limited liability company (the "Company") under the Florida Limited Liability Company Act (Chapter 608, Florida Statutes).

1. Name. The name of the Company is Bettina Von Walhof, LLC.
2. Principal Office. The mailing address and the street address of the principal office of the Company is:

1800 Ben Franklin Drive, #107
Sarasota, Florida 34236

3. Registered Agent. The name of the initial registered agent, and the address of the initial registered office, of the Company is:

R. David Bustard, Esq.
200 South Orange Avenue
Sarasota, Florida 34236

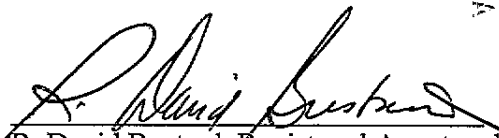
By execution hereof, the undersigned accepts appointment as registered agent of the Company and acknowledges that he is familiar with and accepts the obligations of that position.

4. Amendment. These Articles of Organization may be amended in the manner provided in the Operating Agreement of the Company.

5. Management. The Company is to be a manager-managed company.

In witness whereof, the undersigned has executed these Articles of Organization this 26th day of December, 2001.

APPROVED AND FILED
01 DEC 27 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


R. David Bustard, Registered Agent and
Authorized Representative of a Member
of Bettina Von Walhof, LLC