

L02000000043

MELVILLE & SOWERBY, P.A.  
ATTORNEYS AT LAW  
LAUREL PROFESSIONAL PARK  
2940 SOUTH 25TH STREET  
FORT PIERCE, FLORIDA 34981-5605

HAROLD G. MELVILLE, P.A.\*  
DAVID N. SOWERBY, P.L.\*\*

TELEPHONE (561) 464-7900  
FAX (561) 464-8220

\*BOARD CERTIFIED CIVIL TRIAL LAWYER AND  
BOARD CERTIFIED BUSINESS LITIGATION LAWYER  
\*\*BOARD CERTIFIED REAL ESTATE LAWYER

December 26, 2001

VIA FEDERAL EXPRESS

300004741083--9  
-12/27/01--01036--011  
\*\*\*\*\*210.00 \*\*\*\*\*210.00

FLORIDA SECRETARY OF STATE  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

RE: NUTTY BUDDIES, LLC

L12-43

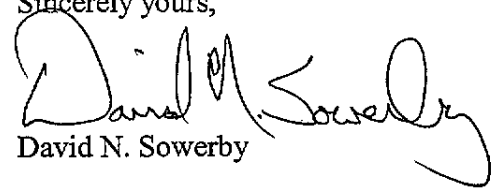
Gentlemen:

Enclosed please find an original and one copy of the Certificate of Conversion (from a limited partnership to an LLC) and the Articles of Organization for the new LLC, for filing, and our check in the amount of \$210.00.

Please return a certified copy of the Certificate of Conversation and the Articles to the undersigned. Should you have any questions or find that the documents cannot be filed as submitted, please call me.

We appreciate your assistance in expediting this filing.

Sincerely yours,

  
David N. Sowerby

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
11 DEC 27 PM 12:49

DNS/njo  
Enclosures

125  
30

EFFECTIVE DATE  
12/31/01

30

7p

**CERTIFICATE OF CONVERSION**  
**(of the O'Connell Family Limited Partnership, a Florida limited partnership)**  
**TO A LIMITED LIABILITY COMPANY**  
**(Nutty Buddies, LLC)**

The undersigned General Partners/Members hereby convert the O'Connell Family Limited Partnership, a limited partnership, to a limited liability company, pursuant to §608.439, Florida Statutes, of the laws of the State of Florida.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 DEC 27 PM 12:49

1. The O'Connell Family Limited Partnership was formed by Agreement dated May 27, 1994, as a Florida limited partnership under Document Number A94000000774 filed June 3, 1994, (and assigned FEI Number 59-3245604 by the IRS).

2. A Certificate of Amendment was dated May 29, 1998, and filed June 25, 1998. A second Certificate of Amendment was dated August 29, 2000, and filed November 6, 2000.

3. The O'Connell Family Limited Partnership has not changed its name or jurisdiction since its original filing on June 3, 1994.

4. The name of the limited liability company is **Nutty Buddies, LLC** in accordance with its Articles of Organization filed even date herewith pursuant to Chapter 608, Florida Statutes.

5. The effective date of this conversation shall be the 31<sup>st</sup> day of December, 2001.

6. Conversion of the O'Connell Family Limited Partnership to Nutty Buddies, LLC has been approved in the manner provided by the Limited Partnership Agreement of the O'Connell Family Limited Partnership.

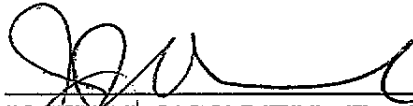
7. The name and street address of the registered agent of the limited liability company is:

Joseph J. O'Connell, Jr.  
6810 Front Street  
Key West, FL 33040

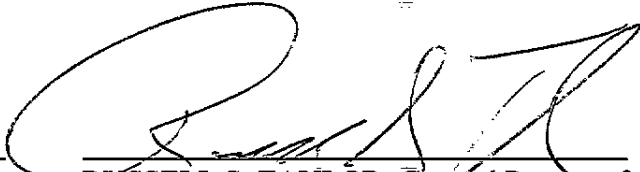
**EFFECTIVE DATE**  
12/31/01

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals this

21<sup>st</sup> day of December, 2001.



JOSEPH J. O'CONNELL, JR., General Partner  
of the O'Connell Family Limited Partnership and  
Member of Nutty Buddies, LLC



RUSSELL S. TAYLOR, General Partner of  
the O'Connell Family Limited Partnership and  
Member of Nutty Buddies, LLC

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN  
CERTIFICATE OF CONVERSION

I, JOSEPH J. O'CONNELL, JR., residing at 6810 Front Street, Key West, Monroe County, Florida 33040, having been designated as Registered Agent to accept service of process for the above stated limited liability company, hereby accept the appointment as registered agent and agree to act in this capacity and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of the position of Registered Agent under Chapter 608, Florida Statutes.



JOSEPH J. O'CONNELL, JR.  
Date: December 21, 2001

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 DEC 27 PM 12:50

ARTICLES OF ORGANIZATION  
OF

NUTTY BUDDIES, LLC  
a Florida limited liability company

The undersigned persons hereby form a limited liability company under Chapter 608 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the limited liability company shall be: NUTTY BUDDIES, LLC, a limited liability company.

ARTICLE II. ADDRESS OF PRINCIPAL OFFICE

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

6810 Front Street  
Key West, FL 33040

ARTICLE III. INITIAL REGISTERED AGENT

The name and street address of the initial registered agent of the limited liability company is:

Joseph J. O'Connell, Jr.  
6810 Front Street  
Key West, FL 33040

ARTICLE IV. MANAGEMENT

The management of the limited liability company is reserved to its Members. The initial Members shall be:

Russell S. Taylor  
2132 NW Settle Avenue  
Port St. Lucie, FL 34986

Joseph J. O'Connell, Jr.  
6810 Front Street  
Key West, FL 333040

FILED  
STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
DEC 27 PM 12:50

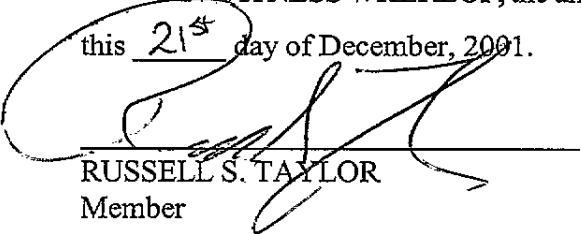
EFFECTIVE DATE  
12/27/01

ARTICLE V. EFFECTIVE DATE OF EXISTENCE

The existence of the limited liability company shall become effective December 31, 2001.

IN WITNESS WHEREOF, the undersigned Members have hereunto set their hands and seals

this 21<sup>st</sup> day of December, 2001.

  
\_\_\_\_\_  
RUSSELL S. TAYLOR  
Member

  
\_\_\_\_\_  
JOSEPH J. O'CONNELL, JR.  
Member

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN  
ARTICLES OF ORGANIZATION

I, JOSEPH J. O'CONNELL, JR., residing at 6810 Front Street, Key West, Monroe County, FL 33040, having been designated as Registered Agent to accept service of process for the above stated limited liability company, hereby accept the appointment as registered agent and agree to act in this capacity and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of the position of Registered Agent under Chapter 608, Florida Statutes.

  
\_\_\_\_\_  
JOSEPH J. O'CONNELL, JR.  
Date: December 21, 2001

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 DEC 27 PM 12:50