

L020000000394

KRASNY AND DETTMER
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
ATTORNEYS AND COUNSELORS AT LAW

THE RIVERFRONT BUILDING
304 S. HARBOR CITY BOULEVARD, SUITE 201
POST OFFICE BOX 428
MELBOURNE, FLORIDA 32902-0428
TELEPHONE (321) 723-5646
TELECOPIER (321) 768-1147
<http://www.krasnydettmer.com>

MIKE KRASNY*
mkrasny@krasnydettmer.com

DALE A. DETTMER
ddettmer@krasnydettmer.com

SCOTT KRASNY†
skrasny@krasnydettmer.com

*FLORIDA SUPREME COURT CERTIFIED
MEDIATOR-ARBITRATOR

△BOARD CERTIFIED IN TAXATION

†ALSO CERTIFIED PUBLIC ACCOUNTANT

◇ADMITTED COLORADO BAR

December 28, 2001

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

100004745121--5
-12/31/01--01065-017
****180.00 ****180.00

L02-394

Dear Sir/Madam:

Enclosed please find a Certificate of Conversion and Articles of Organization for Atrium Professional Centre, L.C. for filing. I have included two originals of each for the purpose of providing a certified copy.

W2/7

Please note that we are requesting an **effective date of January 1, 2002** for the formation of the above entity. I also enclose my trust account check made payable to the Department of State in the total amount of \$180.00 to cover the following fees.


Filing fee - Articles of Organization:	\$ 100.00
Registered Agent Designation fee:	\$ 25.00
Certified copy of the filing	\$ 30.00
Filing fee - Certificate of Conversion:	\$ 25.00
	\$ 180.00

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
DEC 31 AM 11:39

Upon completion, please forward the certified copy to the undersigned in the self-addressed envelope provided. If you have any questions, please feel free to call. Thank you for your assistance in this matter.

Very truly yours,

KRASNY AND DETTMER


Melissa Edwards, Legal Assistant
To Dale A. Dettmer

EFFECTIVE DATE
01/01/02

/me
Enclosures

4p

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:

1.0 The name of the unincorporated business immediately prior to the filing of this Certificate of Conversion was **ELTING L. STORMS, MYRON KRASNY, HUBERT C. NORMILE, JR., LYNN K. NORMILE, AND DALE A. DETTMER, d/b/a ATRIUM PROFESSIONAL CENTRE f/k/a APOLLO OFFICE COMPLEX**, a Florida general partnership ("Partnership").

2.0 **Atrium Professional Centre f/k/a Apollo Office Complex** was first created, formed or otherwise came into being on September 17, 1979 pursuant to the laws of the state of Florida.

3.0 The name of the limited liability company as set forth in its Articles of Organization filed in accordance with Section 608.407, Florida Statutes, is **Atrium Professional Centre, L.C.**, a Florida limited liability company.

4.0 The effective date of the conversion of the Partnership to a limited liability company shall be January 1, 2002.



Dale A. Dettmer, 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.)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 DEC 31 AM 11:39

EFFECTIVE DATE
61/01/02

ARTICLES OF ORGANIZATION
OF
ATRIUM PROFESSIONAL CENTRE, L.C.

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

1.0 NAME.

The name of this Limited Liability Company is **ATRIUM PROFESSIONAL CENTRE, L.C.**

2.0 ADDRESS.

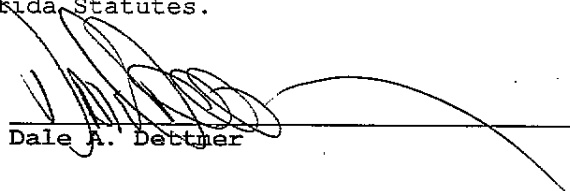
The mailing address and street address of the principal office of the Limited Liability Company is 304 S. Harbor City Boulevard, Suite 201, Melbourne, Florida 32901.

3.0 REGISTERED AGENT, REGISTERED OFFICE & REGISTERED AGENT'S SIGNATURE.

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

Dale A. Dettmer
304 S. Harbor City Boulevard
Suite 201
Melbourne, FL 32901

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, Florida Statutes.


Dale A. Dettmer

4.0 MANAGEMENT.

This Limited Liability Company is a manager-managed company.

EFFECTIVE DATE

01/01/02

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
DEC 31 AM 11:39

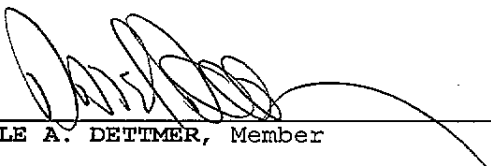
5.0 ADMISSION OF ADDITIONAL MEMBERS.

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be that no additional members shall be admitted to this limited liability company without the consent of all of the then existing members.

6.0 MEMBERS' RIGHTS TO CONTINUE BUSINESS.

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be upon a sixty percent (60%) vote of the then remaining members.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 28th day of December, 2001.


DALE A. DETTMER, Member

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 DEC 31 AM 11:40