

**CORPORATE  
ACCESS,  
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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1/31/02



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LLC  
CONVERSION

1.) E+S Partnership / FJV Partners, LLC  
(CORPORATE NAME & DOCUMENT #)

2.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

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-01/31/02--01036--007  
\*\*\*\*150.00 \*\*\*\*150.00

3.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

4.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

5.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

RECEIVED  
02 JAN 31 PM 12:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATION  
AND  
FILED

1-31-02

**CERTIFICATE OF CONVERSION  
TO A  
FLORIDA LIMITED LIABILITY COMPANY**

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 "E & S PARTNERSHIP".

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

Date: March 25, 1988  
Jurisdiction: Florida

**THIRD:** The name of the limited liability company as set forth in the attached Articles of Organization is "FJV PARTNERS, LLC".

**FOURTH:** The effective date of the conversion to a limited liability company shall be February 1, 2002.

**FIFTH:** The conversion effected by this certificate, as well as the Articles of Organization or operating agreement of the limited liability company, have been approved by the converted entity in the manner provided by the agreement of the converted entity governing the internal affairs of the converted entity and the conduct of its business, or by applicable law, as appropriate.

**SIXTH:** This Certificate is executed by both the converted entity and by a member of the limited liability company.

[Signature Page Follows]

APPROVED  
AND  
FILED  
02 MAR 31 PM 12:49  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

*In accordance with Section 608.408(3), Florida Statutes, the execution of this Certificate of Conversion constitutes an affirmation under penalties of perjury that the facts stated herein are true.*

Date: January 30, 2002

**CONVERTED ENTITY**

**E & S PARTNERSHIP**

a Florida general partnership

**BERNARD EGAN LTD.**

a Florida limited partnership

By: Bernard A. Egan  
Bernard A. Egan, General Partner

**EGAN PARTNERS, LLC**

a Delaware limited liability company

By: Glen W. Reed  
Glen W. Reed, Secretary-Treasurer

**MEMBERS OF LIMITED LIABILITY COMPANY**

**FJV PARTNERS, LLC**

a limited liability company

**BERNARD EGAN LTD.**

a Florida limited partnership

By: Bernard A. Egan  
Bernard A. Egan, General Partner

**EGAN PARTNERS, LLC**

a Delaware limited liability company

By: Glen W. Reed  
Glen W. Reed, Secretary-Treasurer

APPROVED  
AND  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
FJV PARTNERS, LLC**

**ARTICLE I - Name**

The name of the Limited Liability Company is **FJV PARTNERS, LLC** (the "Company").

**ARTICLE II - Address**

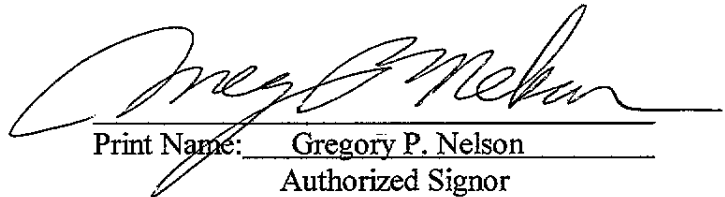
The mailing address and street address of the principal office of the Company is 1900 Old Dixie Highway, Fort Pierce, Florida 34946.


**ARTICLE III - Registered Agent and Office**

The street address of the Company's initial registered office is 1900 Old Dixie Highway, Fort Pierce, Florida 34946, and the name of its initial registered agent at such office is Gregory P. Nelson.

**ARTICLE IV - Management**

The Company is to be managed by one or more managers and is therefore a manager-managed company.

  
Print Name: Gregory P. Nelson  
Authorized Signor

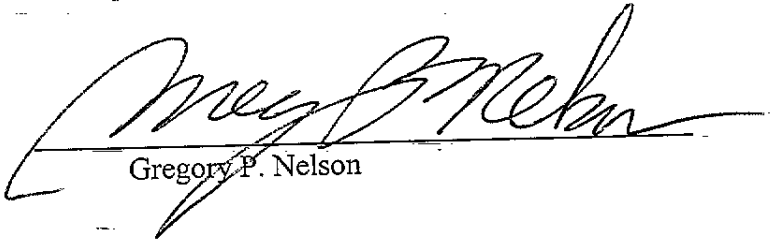
  
Print Name: Bernard A. Egan  
Authorized Signor

Date: January 30, 2002

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named as Registered Agent and to accept service of process for the above stated limited liability company at the place designated in these Articles of Organization, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent as provided for in Florida Statutes Chapter 608.

  
Gregory P. Nelson

Date: January, 30, 2002

*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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