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THE FREEDMAN LAW FIRM

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Jeffrey A. Freedman

Attorney-At-Law

March 18, 2002

BY AIRBORNE EXPRESS

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

100005134321--7

-03/19/02--01050--002

****180.00 ****180.00

Re: Conversion of Paradise Lakes Utility, Ltd., a Florida limited partnership,
to Paradise Lakes Utility, L.L.C., a Florida limited liability company; Formation of
Paradise Lakes Utility, L.L.C.

Gentlemen:

Enclosed please find an original and one copy of each of the following:

1. Certificate of Conversion dated March 18, 2002, converting Paradise Lakes Utility, Ltd., a Florida limited partnership, to Paradise Lakes Utility, L.L.C., a Florida limited liability company, in accordance with Section 608.439, Florida Statutes;
2. Articles of Organization of Paradise Lakes Utility, L.L.C. dated March 18, 2002, in accordance with Section 608.407, Florida Statutes; and
3. Certificate Designating Registered Agent for Paradise Lakes Utility, L.L.C. dated March 18, 2002, in accordance with Section 608.415, Florida Statutes.

Please file the original Certificate of Conversion, Articles of Organization and Certificate Designating Registered Agent, and return a certified copy of these documents to this office.

Also enclosed is a check in my name for the benefit of The Freedman Law Firm on behalf of Paradise Lakes Utility, L.L.C., in the amount of \$180.00, representing the total of: (1) the limited liability company (Articles of Organization) filing fee of \$100.00; (2) the registered agent fee of \$25.00; (3) the Certificate of Conversion filing fee of \$25.00; and (4) the certified copy fee of \$30.00.

Thank you for your assistance and cooperation in this matter.

Very truly yours,

Jeffrey A. Freedman

cc: Mr. Joseph T. Lettelleir,
President, Paradise Lakes, Inc.

Enclosures

FILED
02 MAR 19 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LO2-6704

CERTIFICATE OF CONVERSION
OF
PARADISE LAKES UTILITY, LTD., a Florida limited partnership
TO
PARADISE LAKES UTILITY, L.L.C., a Florida limited liability company

A19681

This Certificate of Conversion is made for the purpose of converting a Florida limited partnership to a Florida limited liability company under the Florida Limited Liability Company Act, Chapter 608, Section 608.439, Florida Statutes, as follows:

1. Paradise Lakes Utility, Ltd., a Florida limited partnership (the entity being converted herewith), was formed and came into being on April 9, 1985 under the jurisdiction and laws of the State of Florida, pursuant to that certain Certificate and Agreement of Limited Partnership of even date therewith filed with the Florida Department of State. There has been no change in the governing jurisdiction of said entity since the date of its formation.

2. The name of the entity being converted herewith is Paradise Lakes Utility, Ltd., a Florida limited partnership.

3. The name of the Florida limited liability company into which said limited partnership, Paradise Lakes Utility, Ltd., is hereby being converted is PARADISE LAKES UTILITY, L.L.C., as set forth in its Articles of Organization of even date herewith filed with the Florida Department of State in accordance with Section 608.4081, Florida Statutes.

4. This Certificate of Conversion and the conversion effected hereby have been approved by the General Partner and a majority of the Limited Partners of the entity being converted, Paradise Lakes

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TALLAHASSEE, FLORIDA
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Utility, Ltd., as provided for in the documents governing its affairs. This Certificate of Conversion and the conversion effected hereby, and the Articles of Organization of the surviving limited liability company, Paradise Lakes Utility, L.L.C., have been approved by the sole member of Paradise Lakes Utility, L.L.C.

5. This Certificate of Conversion shall be effective upon the filing of same with the Florida Department of State, simultaneous with the filing of the Articles of Organization of Paradise Lakes Utility, L.L.C., a copy of which Articles of Organization is attached hereto.

The undersigned, being the sole member of Paradise Lakes Utility, L.L.C., has executed this Certificate of Conversion as of the 18th day of March, 2002.

**PARADISE LAKES, INC.,
a Florida corporation**

By: 

Joseph T. Lettelleir

Its: President

STATE OF FLORIDA

COUNTY OF Pineellas

I HEREBY CERTIFY that on this 18th day of March, 2002, before me personally appeared JOSEPH T. LETTELLEIR, in his capacity as President of Paradise Lakes, Inc., a Florida corporation, being the sole member of Paradise Lakes Utility, L.L.C., a Florida limited liability company, known to me to be the person who executed the foregoing Certificate of Conversion, and he acknowledged before me that he executed the same and that the facts stated therein are true and correct.

NOTARY PUBLIC
My commission expires:



Marjorie Seltzer
Commission # CC 846217
Expires June 13, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

TFL\CLIENTS\PLU\CERT OF CONVERSION

**ARTICLES OF ORGANIZATION
OF
PARADISE LAKES UTILITY, L.L.C.**

These Articles of Organization are made for the purpose of forming a limited liability company under the Florida Limited Liability Company Act.

ARTICLE I

NAME

The name of this limited liability company is **PARADISE LAKES UTILITY, L.L.C.** (the "Company").

ARTICLE II

DURATION

The Company shall exist from the date of filing these Articles of Organization with the Department of State until the earlier of 30 years from the date of filing or the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of the remaining members.

ARTICLE III

MAILING ADDRESS AND STREET ADDRESS

The mailing address and the street address of the principal office of the Company is 2001 Brinson Road, Lutz, Florida 33549.

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TALLAHASSEE, FLORIDA

ARTICLE IV

REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Company is Paradise Lakes, Inc., a Florida corporation, Attn: Joseph T. Lettelleir, President, and the street address of the initial registered agent of the Company is 2001 Brinson Road, Lutz, Florida 33549.

ARTICLE V

ADDITIONAL MEMBERS

Additional members to the Company may be admitted and membership interests may be transferred, but only if all the current members agree to the admission of the additional members and to the terms of admission and transfer.

ARTICLE VI

TERMINATION OF MEMBERSHIP

Upon the death, legal disability, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall be dissolved unless the remaining members, by unanimous written agreement, consent to continue the business of the Company.

ARTICLE VII

MANAGEMENT OF THE COMPANY

The Company shall be managed by a manager in accordance with the Company's regulations. The Company shall initially be managed by the following person who shall serve as manager until the first annual meeting of the members or until his successor is elected and qualified:

Joseph T. Lettelleir
2001 Brinson Road
Lutz, Florida 33549

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TALLAHASSEE, FLORIDA

ARTICLE VIII

REGULATIONS

The members shall have the power to adopt, alter, amend or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

ARTICLE IX

DATE OF EXISTENCE OF THE COMPANY

The existence of the Company shall commence on the date of filing of these Articles of Organization with the Department of State.

The undersigned, being the sole member of the Company, has executed these Articles of Organization as of the 18th day of March, 2002.

**PARADISE LAKES, INC.,
a Florida corporation**

By: _____

Joseph T. Lettelieir

Its: President

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TALLAHASSEE, FLORIDA

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STATE OF FLORIDA

COUNTY OF Pine Hills

I HEREBY CERTIFY that on this 18th day of March, 2002, before me personally appeared JOSEPH T. LETTELLEIR, in his capacity as President of Paradise Lakes, Inc., a Florida corporation, being the sole member of Paradise Lakes Utility, L.L.C., a Florida limited liability company, known to me to be the person who executed the foregoing Articles of Organization, and he acknowledged before me that he executed the same.

NOTARY PUBLIC
My commission expires:

Marjorie Seltzer



Commission # CG 846217
Expires June 13, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned limited liability company, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

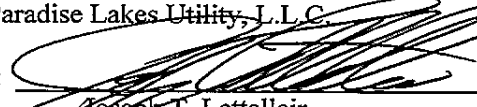
1. The name of the limited liability company is: Paradise Lakes Utility, L.L.C.
2. The name and address of the registered agent and office is:

Paradise Lakes, Inc., a Florida corporation
Attn: Joseph T. Lettelleir, President
(NAME)

2001 Brinson Road
(P.O. BOX NOT ACCEPTABLE)

Lutz, Florida 33549
(CITY/STATE/ZIP)

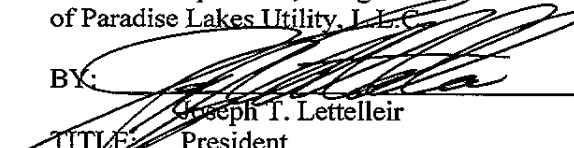
SIGNATURE: PARADISE LAKES, INC.,
a Florida corporation, being the sole member
of Paradise Lakes Utility, L.L.C.

BY: 
Joseph T. Lettelleir
TITLE: President
DATE: March 18, 2002

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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, THE UNDERSIGNED HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. THE UNDERSIGNED FURTHER AGREES TO COMPLY WITH PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND THE UNDERSIGNED IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.

SIGNATURE: PARADISE LAKES, INC.,
a Florida corporation, being the sole member
of Paradise Lakes Utility, L.L.C.

BY: 
Joseph T. Lettelleir
TITLE: President
DATE: March 18, 2002

REGISTERED AGENT FILING FEE: \$25.00