

 02000017701

ACCOUNT NO. : 072100000032

REFERENCE : 662599 9725B

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 180.00

ORDER DATE : July 15, 2002

ORDER TIME : 11:05 AM

ORDER NO. : 662599-005

CUSTOMER NO: 9725B

CUSTOMER: Mr. Michael W. Mcardle
Roetzel & Andress
Trainon Centre, Third Floor
850 Park Shore Drive
Naples, FL 34103

RECEIVED
02 JUL 15 AM 11:47
FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE

DOMESTIC FILING

NAME: EPC HOLDINGS 545, LLC

600006407006--7

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION & CERTIFICATE OF CONVERSION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS
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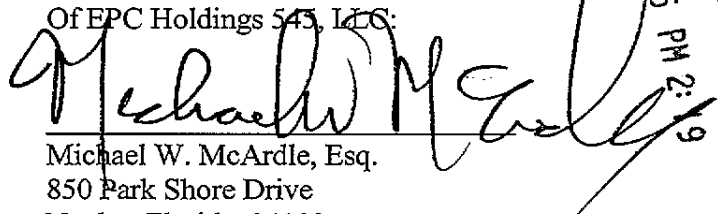
CERTIFICATE OF CONVERSION
OF
EPC HOLDINGS 545, LLC

Pursuant to the provisions of Section 608.439 F.S., EPC Holdings 545, LLC, a Washington limited liability company (the "Company"), hereby files this Certificate of Conversion with the Florida Department of State to convert a Washington limited liability company to a Florida limited liability company, stating as follows:

1. The Company came into existence on December 12, 2001 and has at all times been a Washington limited liability company;
2. The name of the entity immediately prior to the filing of this Certificate of Conversion was EPC Holdings 545, LLC;
3. The name of the limited liability company set forth in the Articles of Organization filed with the Florida Department of State is EPC Holdings 545, LLC; and
4. The effective date of the conversion to a limited liability company shall be the effective date of the filing of the Certificate of Conversion to a limited liability company and the Articles of Organization of EPC Holdings 545, LLC.

IN WITNESS WHEREOF, the undersigned authorized representative of EPC Holdings 545, LLC has set his hand this 12th day of July, 2002.

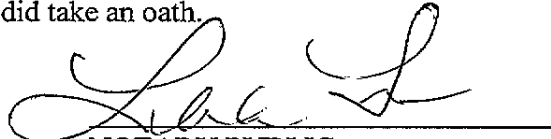
AUTHORIZED REPRESENTATIVE
Of EPC Holdings 545, LLC:


Michael W. McArdle, Esq.
850 Park Shore Drive
Naples, Florida 34103

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STATE OF FLORIDA)
) ss:
COUNTY OF COLLIER)

The foregoing instrument was acknowledged before me this 12th day of July 2002, by Michael W. McArdle. He is (✓) personally known to me or () has produced _____ as identification and did take an oath.



NOTARY PUBLIC

Name: Linda M. Fox
(Type or Print)

My Commission Expires: _____



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**ARTICLES OF ORGANIZATION
OF
EPC HOLDINGS 545, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be EPC HOLDINGS 545, LLC (the "Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company shall be 1910 J&C Boulevard, Naples, Florida 34109.

ARTICLE III -- DURATION

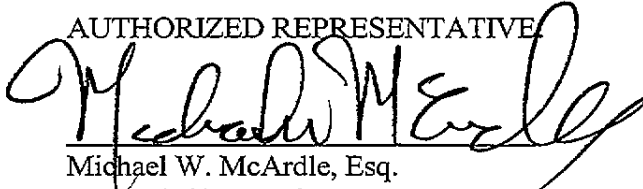
The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company shall have perpetual existence until it is dissolved and its affairs wound up.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Michael W. McArdle, Esq., Trianon Centre, Third Floor, 850 Park Shore Drive, Naples, Florida 34103.

IN WITNESS WHEREOF, the undersigned, authorized representative has made and subscribed these Articles of Organization on this 12th day of July 2002.

AUTHORIZED REPRESENTATIVE



Michael W. McArdle, Esq.
850 Park Shore Drive
Naples, Florida 34103

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STATE OF FLORIDA)
) ss:
COUNTY OF COLLIER)

The foregoing instrument was acknowledged before me this 12th day of July 2002, by Michael W. McArdle. He is (☒) personally known to me or () has produced _____ as identification and did take an oath.



NOTARY PUBLIC

Name: Linda M. Fox

(Type or Print)

My Commission Expires: _____

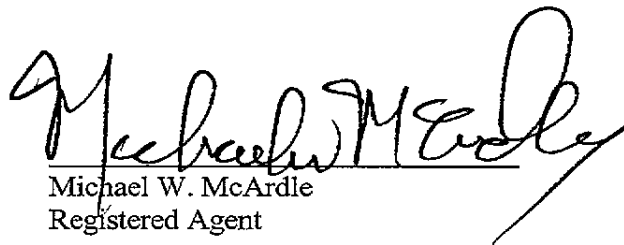


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EPC HOLDINGS 545, LLC

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of EPC Holdings 545, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated Company at the place designated in the Articles of Organization, and 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 the position of registered agent.


Michael W. McArdle
Registered Agent

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