

CAPITAL CONNECTION, INC.
417 E. Virginia Street, Suite 100 Tallahassee, Florida 32301
(850) 244-8870 • (850) 244-3421 • (850) 244-1212

L02000021845

Park Avenue Development
of Winter Park Ltd

000007335190--0

-08/26/02--01028--007

***350.00 ***180.00

☒ Conversion

Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

☒ Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

502 AUUU49851

A02-139

LP-150.00
cert 30.00

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

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:

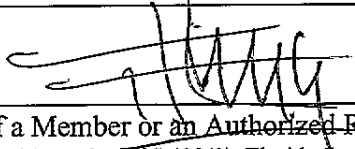
FIRST: The name of the unincorporated business immediately prior to filing this document was:
PARK AVENUE DEVELOPMENT OF WINTER PARK LTD.

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

- A. Date: January 30, 2002
- B. Jurisdiction: State of Florida
- C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: _____

THIRD: The name of the limited liability company as set forth in the attached articles of organization is:

PARK AVENUE DEVELOPMENT OF WINTER PARK LLC



Signature of a Member or an Authorized Representative of a 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.)

Thomas F. Lang

Typed or Printed Name of Signee

FILING FEES:

- \$100.00 Filing Fee for Articles of Organization
- \$ 25.00 Filing Fee for Registered Agent Designation
- \$ 25.00 Filing Fee for Certificate of Conversion
- \$ 30.00 Certified Copy (optional)
- \$ 5.00 Certificate of Status (optional)

FILED
02 AUG 26 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Note: Section 608.439, F.S., does not provide for a corporation to convert to a limited liability company.)

**ARTICLES OF ORGANIZATION
OF
PARK AVENUE DEVELOPMENT OF WINTER PARK LLC**

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the limited liability company shall be Park Avenue Development of Winter Park LLC, ("company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company is PO Box 536428, Orlando, FL 32853.

ARTICLE III - DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date if specified. The company's existence shall be perpetual, unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida are Ronald N Schwartz, 5632 Mandan Trail, Winter Park, FL 32789.

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property,

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members or as provided in the regulations.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on the terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VIII - MEMBER'S RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by a unanimous vote of the remaining members.

ARTICLE IX - MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company are Ronald N Schwartz, PO Box 536428, Orlando, FL 32853.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of

organization at Winter Park, Florida, on January 30, 2002.



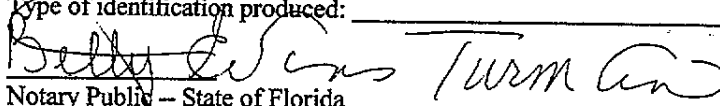
Ronald N. Schwartz

STATE OF FLORIDA
COUNTY OF Orange

Sworn to and subscribed before me this January 30, 2002 by Ronald N Schwartz, who is personally known to me

~~OR produced identification~~

Type of identification produced: _____



Notary Public -- State of Florida



Betty Evans Turman
My Commission CC840569
Expires August 21 2003

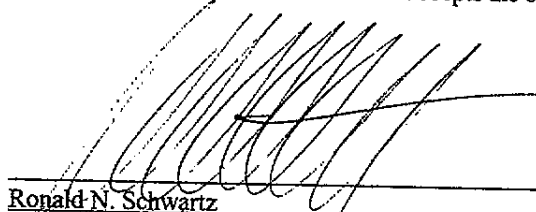
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Under the provisions of F.S. 608.415 or 608.507, Park Avenue Development of Winter Park LLC, submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is Park Avenue Development of Winter Park LLC
2. The name and address of the registered agent in Florida are:
Ronald N Schwartz, 5632 Mandan Trail, Winter Park, FL 32789

The undersigned, being the person named in the articles of organization of Park Avenue Development of Winter Park 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 or her duties, and is familiar with and accepts the obligations of the position of registered agent.



Ronald N. Schwartz
5632 Mandan Trail, Winter Park, FL 32789
Registered Agent

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JUN 26 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA