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

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2002 SEP 17 PM 1:04  
FILED  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
\*FLORIDA SUPREME COURT CERTIFIED  
MEDIATOR-ARBITRATOR  
‡BOARD CERTIFIED IN TAXATION  
†ALSO CERTIFIED PUBLIC ACCOUNTANT  
°ADMITTED COLORADO BAR

September 12, 2002

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: SPS Office Building, LLC  
~~Downs Realty, LLC~~

100007796021--8  
-09/17/02--01034--001  
\*\*\*\*335.00 \*\*\*\*185.00

Dear Sir/Madam:

Enclosed please find the following documents for filing:

1. Certificate of Conversion - SPS Office Building Partnership
2. Articles of Organization - SPS Office Building, LLC
2. Articles of Organization - Downs Realty, LLC


I also enclose my trust account check made payable to the Department of State in the amount of \$335.00 to cover the following filing fees:

Certificate of Conversion:	\$ 25.00
Articles of Organization (2):	\$200.00
Registered Agent Fee (2):	\$ 50.00
Certified Copy (2):	<u>\$ 60.00</u>
	\$335.00

Upon completion, please forward the certified copies to the undersigned. 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

/me  
Enclosures

J. BRYAN SEP 18 2002

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

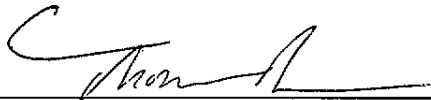
## CERTIFICATE OF CONVERSION

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 **SPS Office Building Partnership**, a Florida general partnership ("Partnership").

2.0 **SPS Office Building Partnership** was first created, formed or otherwise came into being on August 1, 1988 pursuant to the laws of the state of Florida.

3.0 The name of the limited liability company as set forth in the attached Articles of Organization filed in accordance with Section 608.407, Florida Statutes, is **SPS Office Building, LLC**, a Florida limited liability company.



**Thomas M. Downs, 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.)

**ARTICLES OF ORGANIZATION  
OF  
SPS OFFICE BUILDING, LLC**

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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

**1.0 NAME.**

The name of the Limited Liability Company is **SPS OFFICE BUILDING, LLC.**

**2.0 ADDRESS.**

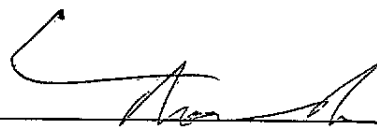
The mailing address and street address of the principal office of the Limited Liability Company is 777 N. Highway A1A, Suite 201, Indialantic, FL 32903.

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

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

**Thomas M. Downs**  
777 N. Highway A1A, Suite 201  
Indialantic, FL 32903

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.

  
\_\_\_\_\_  
**Thomas M. Downs**

THIS INSTRUMENT PREPARED BY:  
DALE A. DETTMER, ESQ.  
304 S. Harbor City Boulevard, Suite 201  
Melbourne, Florida 32901  
(321) 723-5646  
Florida Bar Number: 172988

**4.0 MANAGEMENT.**

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

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledge them to be my act this 31<sup>st</sup> day of September, 2002.



**Thomas M. Downs, 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.)

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