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September 19, 2002

By FEDEX

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32314

200007901522--6  
-09/20/02--01071--005  
\*\*\*\*155.00 \*\*\*\*155.00

Re: Conversion of St. Lucie S.C. Company, Ltd., to  
St. Lucie S.C. Company, LLC

Enclosed are: Certificate of Conversion, converting St. Lucie S.C. Company, Ltd., a  
limited partnership, to St. Lucie S.C. Company, LLC, a limited liability  
company.

Articles of Organization for St. Lucie S.C. Company, LLC.

Our check payable to the Secretary of State in the amount of \$155.00  
for filing fees and return of a certificate.

Please file the Certificate and Articles and return a Certificate of Status to us as soon  
possible.

Very Truly Yours,

  
EDWARD J. SCHACK

02 SEP 20 AM 10:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

Name	
Residence	
Document	DCC
Signature	DCC
Notarizer	DCC
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CERTIFICATE OF CONVERSION  
FROM  
LIMITED PARTNERSHIP TO LIMITED LIABILITY COMPANY

St. Lucie S.C. Company, Ltd., A Florida limited partnership, in accordance with §608.439, Florida Statutes, certifies its conversion to a Florida limited liability company under the name St. Lucie S.C. Company, LLC, and states:

- 1995000000130
1. St. Lucie S.C. Company, Ltd., was first created on January 26, 1995, as a Florida limited partnership, and has at all times since that time remained a Florida limited partnership.
  2. The name of the entity being converted to a limited liability company immediately prior to the filing of this Certificate of Conversion is St. Lucie S.C. Company, Ltd.
  3. The name of the limited liability company to which this conversion is made is **St. Lucie S.C. Company, LLC**, as set forth in its Articles of Organization filed in accordance with §608.439, Florida Statutes.
  4. This conversion shall be effective upon the filing of this Certificate of Conversion and the Articles of Organization.

This Certificate of Conversion is executed on September 19, 2002, by Edward J. Schack, as authorized representative of SLLP, Inc., a partner of St. Lucie S.C. Company, Ltd., and sole member of St. Lucie S.C. Company, LLC, having the authority to make the conversion described herein.

By: Edward J. Schack  
Edward J. Schack, as authorized  
representative of SLLP, Inc., partner of St.  
Lucie S.C. Company, Ltd., and sole  
member of St. Lucie S.C. Company, LLC

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
St. Lucie S.C. Company, LLC**

The following shall constitute Articles of Organization for St. Lucie S.C. Company, LLC, a limited liability company:

- ARTICLE I.**           **Name:** The name of the Limited Liability Company is St. Lucie S.C. Company, LLC.
- ARTICLE II.**           **Address:** The mailing address and street address of the principal office of the Limited Liability Company is 23164 Sandalfoot Plaza Drive, Boca Raton, FL 33428.
- ARTICLE III.**           **Initial Registered Agent:** The name and street address of the initial registered agent for service of process in Florida is Edward J. Schack, 23164 Sandalfoot Plaza Drive, Boca Raton, FL 33428.
- ARTICLE IV.**           **Management:** The Limited Liability Company is to be a managed company.

Dated: September 19, 2002

By: Edward J. Schack  
Edward J. Schack, as authorized  
representative of SLLP, Inc., a member

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for St. Lucie S.C. Company, LLC, at 23164 Sandalfoot Plaza Drive, Boca Raton, FL 33428, 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.

Edward J. Schack  
Edward J. Schack

Dated: September 19, 2002