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ACCOUNT NO. : 072100000032
REFERENCE : 876877 7361693
AUTHORIZATION : *Patricia Pigeto*
COST LIMIT : \$ 150.00

ORDER DATE : December 31, 2002
ORDER TIME : 2:57 PM
ORDER NO. : 876877-005
CUSTOMER NO: 7361693

CUSTOMER: W. Lee Dobbins
Dean, Mead, Minton & Klein
Suite 200
1903 South 25th Street
Fort Pierce, FL 34947

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DOMESTIC AMENDMENT FILING

NAME: DAVIS BOULEVARD PLAZA

EFFECTIVE DATE:

XX CERTIFICATE OF CONVERSION
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115
EXAMINER'S INITIALS: _____

**CERTIFICATE OF CONVERSION OF UNINCORPORATED BUSINESS
INTO DAVIS BOULEVARD PLAZA, LLC
UNDER FLORIDA STATUTES § 608.439**

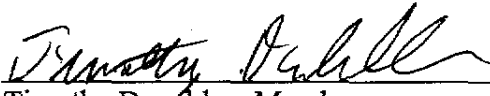
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It is hereby certified that:

1. TIMOTHY DUNCKLEE and WILLIAM DUNCKLEE (the "Owners"), first established their unincorporated business on January 29, 1998;
2. The name under which the business entity operated immediately prior to the filing of this Certificate of Conversion was DAVIS BOULEVARD PLAZA (the "Business") the fictitious name for which was registered by the Owners with the Florida Secretary of State on January 29, 1998 (filing number G98047000423);
3. Notwithstanding the fact that the real property situate in Collier County, Florida, more specifically described in Exhibit "A" attached hereto and made a part hereof (the "Real Property") was held of record in the name of the Owners, such Real Property was operated as a part of the Business, and treated in all respects as the property of the Business;
4. The name of the limited liability company into which the unincorporated business is converting, as set forth in the Articles of Organization filed of even date herewith, is DAVIS BOULEVARD PLAZA, LLC; and
5. The effective date of this conversion to DAVIS BOULEVARD PLAZA, LLC shall be the filing date of this certificate.
6. Upon the filing of the Articles of Organization and this Certificate of Conversion, pursuant to the provisions of Florida Statutes Section 608.439(6), the Real Property shall vest by operation of law in DAVIS BOULEVARD PLAZA, LLC, a Florida limited liability company.

Dated: This 27th day of December, 2002.

DAVIS BOULEVARD PLAZA, LLC, a Florida
limited liability company

By: 
Timothy Duncklee, Member

By: 
William Duncklee, Member

EXHIBIT "A"

LEGAL DESCRIPTION

Lots 10, 11, 12, and the West 35 feet of Lot 13, and Lots 49, 50, 51, 52, and 53 of Block A, ROCK CREEK PARK, according to the Plat thereof recorded in Plat Book 1, Page 79, Public Records of Collier County, Florida.

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**ARTICLES OF ORGANIZATION FOR
DAVIS BOULEVARD PLAZA, LLC**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida do hereby set forth the following:

ARTICLE I - NAME OF COMPANY

The name of the Limited Liability Company (the "Company") is DAVIS BOULEVARD PLAZA, LLC.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and the mailing address of this Company is 725 43rd Avenue Vero Beach, Florida 32968.

ARTICLE III - PERIOD OF DURATION

This Company shall exist perpetually.

ARTICLE IV - MANAGEMENT

The Company shall be a manager-managed Company, and the initial manager is William Duncklee.

ARTICLE V - PURPOSE

The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a Company organized and existing by virtue of such laws.

ARTICLE VI - REGISTERED AGENT AND REGISTERED OFFICE

The name and street address of the initial registered agent in Florida for the Company is William Duncklee, 725 43rd Avenue, Vero Beach, Florida 32968.

IN WITNESS WHEREOF, the undersigned Member of the Company has made and subscribed these Articles of Organization this 27th day of December, 2002.



William Duncklee, Member

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ACCEPTANCE BY REGISTERED AGENT

Having been named as the registered agent for the above-mentioned Company at the place designated in the foregoing Articles of Organization, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 608.415 of the Florida Statutes.

Signature: *William Duncklee*
William Duncklee

Date: December 27th, 2002

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