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CORPDIRECT AGENTS, INC. (formerly CCRS) 103 N. MERIDIAN STREET, LOWER LEVEL TALLAHASSEE, FL 32301 222-1173

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CONTACT: _	PAM PAM			
DATE:	1-3-0	<u> </u>	·	
REF.#:	0195/1/91			
CORP. NAME:	JE	M GROVES, 1	<u> </u>	
() ARTICLES OF INCOR	PORATION	() ARTICLES OF AMENDMENT	() ARTICLES OF DISSOLUTION	
· •		() TRADEMARK/SERVICE MARK	()	
() FOREIGN QUALIFICATION		() LIMITED PARTNERSHIP	(XLIMITED LIABILITY	
(FREINSTATEMENT		() MERGER	() WITHDRAWAL	
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() OTHER:				
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CERTIFIED COPY	()	CERTIFICATE OF GOOD STANDING	() PLAIN STAMPED CO.	
) CERTIFICATE OF	STATUS			

Examiner's Initials

CERTIFICATE OF CONVERSION OF UNINCORPORATED BUSINESS INTO JEM GROVES, LLC UNDER FLORIDA STATUTES § 608.439

It is hereby certified that:

- 1. JOHN L. MINTON, SR. and ELIZABETH T. MINTON, his wife, as to an undivided 1/3 interest, B. T. MINTON and JEAN A. MINTON, his wife, as to an undivided 1/3 interest, and CASA DEL RIO GROVES, LLC, a Florida limited liability company, as to an undivided 1/3 interest (collectively the "Owners"), first established their unincorporated business in 1992;
- 2. The name under which the business entity operated immediately prior to the filing of this Certificate of Conversion was JEM GROVES (the "Business");
- 3. Notwithstanding the fact that the real property situate in St. Lucie County, Florida more specifically described in <u>Exhibit "A"</u>, 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 JEM GROVES, LLC; and
- 5. The effective date of this conversion to JEM GROVES, 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 JEM GROVES, LLC, a Florida limited liability company.

By

Dated: This 27th day of December, 2002

CASA DEL RIO GROVES, LLC, a Florida limited liability company, a Member

Michael D. Minton, Manager

Exhibit "A"

Legal Description

Parcel 1:

The North 1/2 of the Northeast 1/4 of Section 28, Township 34 South, Range 39 East, St. Lucie County, Florida, LESS AND EXCEPT the following described parcel:

That portion of the above described lands previously conveyed to the State of Florida for the use and benefit of the State of Florida Department of Transportation, more particularly described as follows: Commence at a point on the South boundary of above Section 28, located North 89°31'49" West 1002.12 feet of the Southeast corner of said Section 28; thence run North 20°30'05" West 1787.47 feet; thence South 69°29'55" West, 244.20 feet; thence North 20°38'20" West 1192.67 feet to the Point of Beginning; thence continue North 20°38'20" West, 56.33 feet; thence North 20°20'08" West, 1761.05 feet; thence North 20°56'25" West, 1022.96 feet; thence South 89°26'56" East, 441.40 feet; thence South 20°30'05" East, 2838.54 feet; thence North 89°31'47" West, 438.08 feet to the Point of Beginning.

Parcel 2:

A non-exclusive easement for ingress and egress on, over and upon the following described property: The North 48 feet of the NW 1/4 of the NW 1/4 of Section 27, Township 34 South, Range 39 East; the North 48 feet of the West 1/2 of the NE 1/4 of the NW 1/4 of said Section 27; the South 30 feet of the North 78 feet of the East 30 feet of the West 1/2 of the NE 1/4 of the NW 1/4 of said Section 27; the South 30 feet of the North 78 feet of the East 1/2 of the NE 1/4 of the NW 1/4 of said Section 27; and all that part of the South 30 feet of the North 78 feet of the NW 1/4 of the NE 1/4 of said Section 27 lying West of the West right of way line of Johnston Road; all in Section 27, Township 34 South, Range 39 East, St. Lucie County, Florida.

Parcel 3:

All that part of the N 1/2 of the NW 1/4 of Section 28, Township 34 South, Range 39 East lying Easterly of the right of way of Interstate 95, all lying and being in St. Lucie County, Florida.

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ARTICLES OF ORGANIZATION FOR JEM GROVES, 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 does hereby set forth the following:

ARTICLE I - NAME OF COMPANY

The name of the Limited Liability Company (the "Company") is JEM GROVES, LLC.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office address is 2000 N. Kings Highway, Ft. Pierce, FL 34951 and the mailing address of this Company is P.O. Box 670, Ft. Pierce, FL 34954.

ARTICLE III - PERIOD OF DURATION

This Company shall exist perpetually.

ARTICLE IV - MANAGEMENT

The Company shall be a member-managed Company.

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 Dean Mead Services, LLC, 800 N. Magnolia Avenue, Suite 1500, Orlando, FL 32803.

IN WITNESS WHEREOF, the undersigned Member of the Company has made and subscribed these Articles of Organization this 22 day of December, 2002.

CASA DEL RIO GROVES, LLC, a Florida limited

liability company, a Member

Michael D. Minton, Manager

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.

DEAN MEAD SERVICES, LEC

Michael D. Minton, Vice President

Date: December 27, 2002