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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

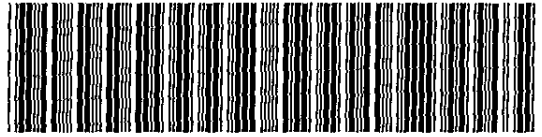
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LOVELL, CEFERIN-BURDICK & VERICKER PARTNERSHIP

**5950 Bahama Way North
St. Pete Beach, Florida 33706-2224
(727) 360-5460**

February 3, 2003

**Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314**

To Whom It May Concern:

Enclosed please find completed Certificate of Conversion and Articles of Organization for Florida Limited Liability Company to convert Lovell, Ceferin-Burdick & Vericker Partnership, a Florida partnership, to a Florida Limited Liability Company. Also enclosed is a check for \$150.00 for the specified filing fees.

Your immediate attention to this matter is greatly appreciated.

Sincerely,

Cheryl L. Vericker

**Cheryl L. Vericker
General Partner**

Enclosure

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:

Lovell, Ceferin-Burdick & Vericker Partnership

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

- A. Date: 1-1-90
- B. Jurisdiction: 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:

Ceferin & Vericker LLC

Jeannine Ceferin
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.)

Jeannine Ceferin
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)

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

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is: Ceferin & Vericker LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

5950 Bahama Way N.
St. Pete Beach, FL 33706

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

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

Cheryl L. Vericker
Name

5950 Bahama Way N.
Florida street address (P.O. Box NOT acceptable)

St. Pete Beach FL 33706
City, State, and Zip

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, F.S.

Cheryl L. Vericker
Registered Agent's Signature

Article IV - Management (Check box if applicable.)

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

(An additional article must be added if an effective date is requested)

Jeannine Ceferin
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.)

Jeannine Ceferin
Typed or printed name of signee

Filing Fees:

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