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(Requestor's Name)

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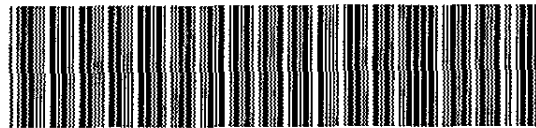
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03 FEB 11 PM 4:40
FEB 11 2003
FEB 11 2003

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February 10, 2003

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FEDERAL EXPRESS

Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

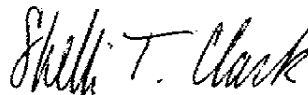
Re: Certificate of Conversion to Limited Liability Company

Dear Sir or Madam:

Enclosed please find a Certificate of Conversion and Articles of Organization to convert the general partnership B & S Properties Partnership into the limited liability company B & S Properties, LLC. I have also enclosed this firm's check to the Florida Department of State in the amount of \$150 for the filing fee of the two documents and designation of the registered agent.

Please send the letter of acknowledgment to me at Taft, Stettinius & Hollister LLP, 21 East State Street, 12th floor, Columbus, Ohio 43215. If there are any problems, please call me at (614)220-0221.

Sincerely yours,



Shelli T. Clark

STC/

Enclosures

cc: Robert E. Rich, Esq.

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:


B & S Properties 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: June 2, 1972
- B. Jurisdiction: Lee County, 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:

B & S Properties, LLC


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.)

Michael J. Sweeney, M.D.

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:

B & S Properties, LLC

ARTICLE II - Address:

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

3596 Broadway, Fort Myers, Florida 33901

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

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

Michael J. Sweeney, M.D.

Name

3596 Broadway


Florida street address (P.O. Box **NOT** acceptable)

Fort Myers

FL 33901

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.



Registered Agent's Signature

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



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.)

Michael J. Sweeney, M.D.

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)