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TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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 Requester's Name

 Address

 City/State/Zip 681-6810
 Phone #

Patty Sturgeon

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. North Cape Development Associates III, LLC
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other Certif of Conversion

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

CERTIFICATE OF CONVERSION

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TALMADGE, MISSISSIPPI, FLORIDA

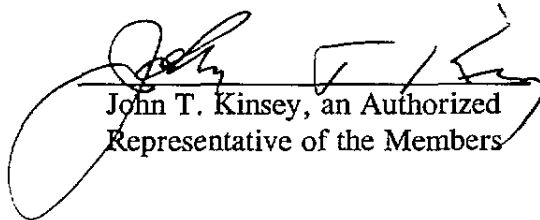
Pursuant to Section 608.439, Florida Statutes, the following unincorporated business entity hereby submits the attached Articles of Organization and this Certificate of Conversion to convert to a Florida limited liability company:

FIRST: The name of the unincorporated business immediately prior to filing this document was North Cape Development Associates III General 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: May 10, 2002
- B. Jurisdiction: Florida

THIRD: The name of the limited liability company as set forth in the attached Articles of Organization is North Cape Development Associates III, LLC


John T. Kinsey, an Authorized
Representative of the Members

(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)

**ARTICLES OF ORGANIZATION
OF
NORTH CAPE DEVELOPMENT ASSOCIATES III, LLC**

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Organization for the purpose of creating a limited liability company (the "Company") under the laws of the State of Florida.

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

ARTICLE I

The name and initial address of this Company shall be

North Cape Development Associates III, LLC
3300 University Drive
First Floor
Coral Springs, FL 33065

ARTICLE II

This Company may engage in any activity or business permitted under the laws of the State of Florida for limited liability companies.

ARTICLE III

The period of duration for the Company is twenty-five years, beginning on the date these Articles of Organization are filed by the Florida Department of State, unless terminated earlier upon affirmative vote of 100% of the members of the Company.

ARTICLE IV

The Company is to be managed by the members of the Company (the "Members") or one of their number, as the members may elect. The Members may designate one of the Members or a representative of one of the Members to execute documents and instruments on behalf of the Company and to perform such other functions as may be set forth in the regulations of the Company (the "Regulations"). The name and address of the first managing Member is:

N.B.D. Development, Inc.
3300 University Drive
Coral Springs, FL 33065

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TALLAHASSEE, FLORIDA

ARTICLE V

The Members have the right to admit new members in accordance with Regulations related to such purpose as may be adopted by the Members. No Member may transfer its interest in the Company without the consent of the remaining Members, except as may be permitted by the Regulations. In the event that any Member shall withdraw from the Company as permitted by the Regulations, such Member shall not be entitled to a return of their Capital Contribution or Capital Account except by means of periodic distributions of cash to be made in accordance with the Regulations.

ARTICLE VI

The remaining Members of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company.

ARTICLE VII

The initial Regulations shall be adopted by the Members. The Regulations may be repealed or amended and new Regulations may be adopted solely by the Members.

ARTICLE VIII

The initial registered office of the Company shall be located at 3300 University Drive, First Floor, Coral Springs, FL 33065, with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be John T. Kinsey.

ARTICLE IX

No contract or other transaction between this Company and any other person or entity, and no act of this Company, shall in any way be affected or invalidated by the fact that the Members are pecuniarily or otherwise interested in, or representatives of the Members are directors or officers of, such other corporation.

ARTICLE X

The private property of the Members shall not be subject to payment of the debts of the Company to any extent.

ARTICLE XI

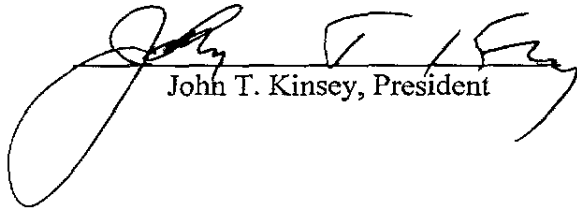
The name and address of the Organizing Member of the Company is:

N.B.D. Development, Inc.
3300 University Drive
First Floor
Coral Springs, FL 33065

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, I, the undersigned, being the President of N.B.D. Development, Inc., a Florida corporation, the Organizing Member hereinabove named, for the purpose of forming a limited liability company to do business both within and without the State of Florida under the laws of Florida, do make and file these Articles of Organization, hereby certifying and declaring that the facts stated herein are true, and hereunto set my hand and seal this 12th day of May, 2003.

N.B.D. Development, Inc., a Florida corporation, Organizing Member

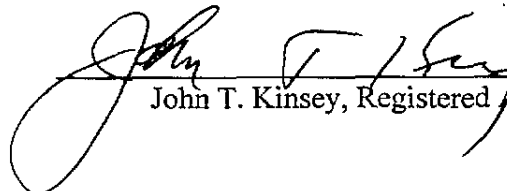

John T. Kinsey, President

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with the laws of the State of Florida, the following is submitted:

1. North Cape Development Associates III, LLC, desiring to organize under the laws of the State of Florida, has named John T. Kinsey as its statutory registered agent.

Having been named the statutory agent of the above-named Company at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

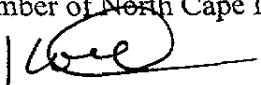

John T. Kinsey, Registered Agent

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STATE
OFFICE
PALM BEACH
03

Dated this 12th day of May, 2003

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me on this 16 day of May, 2003 by John T. Kinsey as Registered Agent and on behalf of N.B.D. Development, Inc., the Organizing Member of North Cape Development Associates III, LLC.



Notary Public, State of Florida

Kelley Coomes
Printed Name of Notary Public
My commission expires:
Form of I.D.
 Personally Known
 Other _____

