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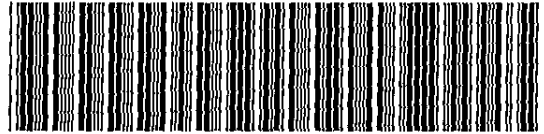
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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 146245 7111586
AUTHORIZATION :
COST LIMIT : \$ PPD

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ORDER DATE : June 25, 2003
ORDER TIME : 10:05 AM
ORDER NO. : 146245-005
CUSTOMER NO: 7111586
CUSTOMER: John M. Compton, Esq.
Norton Hammersley Lopez &
Suite 610
1819 Main Street
Sarasota, FL 34236

DOMESTIC AMENDMENT FILING
CONVERSION FILING

NAME: SARABAY PROFESSIONAL BUILDING
PARTNERSHIP

XX CERTIFICATE OF CONVERSION
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY OF *conversion & articles of organization*

CONTACT PERSON: Susie Knight --EXT# 1156

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

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June 24, 2003

NORTON, GURLEY, ET AL

SUBJECT: SARABAY, L.L.C.
REF: W03000018002

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A conversion cannot be filed electronically. This document must be mailed in.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumbley
Document Specialist

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CERTIFICATE OF CONVERSION

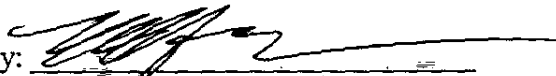
Pursuant to the provisions of Section 608.439, et seq. of the Florida Statutes, as amended, the undersigned adopt the following Certificate of Conversion for the purpose of converting SARABAY PROFESSIONAL BUILDING PARTNERSHIP, a Florida general partnership, into SARABAY, L.L.C., a Florida limited liability company.

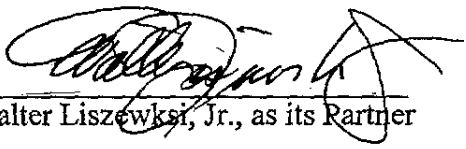
1. SARABAY PROFESSIONAL BUILDING PARTNERSHIP is a Florida general partnership organized and existing under the laws of the state of Florida as of September 16, 1992. SARABAY PROFESSIONAL BUILDING PARTNERSHIP, is hereby converted into SARABAY, L.L.C., a Florida limited liability company, pursuant to the terms of this Certificate of Conversion and the Plan of Conversion.

2. The Plan of Conversion was unanimously approved by all of the partners of SARABAY PROFESSIONAL BUILDING PARTNERSHIP as evidenced by their signatures below. A copy of the Plan of Conversion is attached to this Certificate of Conversion as Exhibit "A" and incorporated by reference herein. This Certificate of Conversion will be effective upon filing with the Florida Department of State.

Dated June 23, 2003.

SARABAY PROFESSIONAL BUILDING PARTNERSHIP, a Florida general partnership

By: 
Kenneth Liszewski, as its Partner

By: 
Walter Liszewski, Jr., as its Partner

SARABAY, L.L.C, a Florida limited liability company

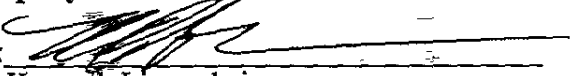
By: 
Kenneth Liszewski
As Its: Manager

EXHIBIT "A"

PLAN OF CONVERSION

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SUGGESTED BY
SECRETARY OF STATE

THIS PLAN OF CONVERSION dated June 23, 2003, by SARABAY PROFESSIONAL BUILDING PARTNERSHIP, a Florida general partnership (herein referred to as the "Partnership"), Kenneth Liszewski, Walter Liszewski, Jr., and Sarabay, L.L.C., a Florida limited liability company.

WITNESSETH:

WHEREAS, the Partnership is a general partnership organized and existing under the laws of the State of Florida with its principal office at 7442 N. Tamiami Trail, Suite B, Sarasota, Florida 34243; and

WHEREAS, Kenneth Liszewski, owns a sixty-two and one-half percent (62½%) partnership interest in the Partnership and Walter Liszewski, Jr. owns a thirty-seven and one-half percent (37½%) partnership interest in the Partnership; and

WHEREAS, the Partnership's partners deem it desirable and in the best interest of the Partnership and its partners that the Partnership be converted into SARABAY, L.L.C., a Florida limited liability company (the "Company"), pursuant to the provisions of Sections 608.439 et seq. of the Florida Limited Liability Company Act, as amended.

NOW THEREFORE, in consideration of the mutual covenants and subject to the terms and conditions hereinafter set forth, the parties hereto agree as follows:

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SECTION ONE - CONVERSION

Effective the date the Articles of Origination of the Company are filed with Florida Department of State (the "Conversion Date" the Partnership shall be converted into SARABAY, L.L.C., a Florida limited liability company.

SECTION TWO - TERMS AND CONDITIONS

On the Conversion Date, the separate existence of the Partnership shall cease, and the Company shall succeed to all of the rights, privileges, immunities and franchises, and all of the property, real, personal and mixed of the Partnership, without the necessity for any separate transfer. The Company shall thereafter be responsible and liable for all liabilities and obligations of the Partnership, and neither the rights of creditors nor any liens on the property of the Partnership shall be impaired by the conversion.

SECTION THREE - CONVERSION OF INTERESTS

The manner and basis of converting the partnership interests in the Partnership into membership interests of the Company is as follows:

- (a) Upon the Conversion Date, the sixty-two and one-half percent (62½%) general partnership interest of Kenneth Liszewski in the Partnership shall be converted into a sixty-two and one-half percent (62½%) membership interest in the Company;

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(b) Upon the Conversion Date, the thirty-seven and one-half (37½) percent general partnership interest of Walter Liszewski, Jr. in the Partnership shall be converted into a thirty-seven and one-half (37½) percent membership interest in the Company.

SECTION FOUR - APPROVAL BY PARTNERS

This Plan of Conversion has been unanimously approved by the Partnership's partners as evidenced by their signatures below.

SECTION FIVE - ABANDONMENT OF CONVERSION

This Plan of Conversion may be abandoned by unanimous action of the Partnership's partners at any time prior to the Conversion Date.

SECTION SIX - EXECUTION OF AGREEMENT

This Plan of Conversion may be executed in any number of counterparts and each such counterpart shall constitute an original instrument.

IN WITNESS WHEREOF, the undersigned have executed this Plan of Conversion on June 23 2003.

WITNESSES:

Marla A. Bell

Sheryl A. Miller

SARABAY PROFESSIONAL BUILDING PARTNERSHIP, a Florida general partnership

By: [Signature]
Kenneth Liszewski, as its Partner

Marla L. Bell

Shirley A. Miller

Marla L. Bell


Shirley A. Miller

Marla L. Bell


Shirley A. Miller

Marla L. Bell

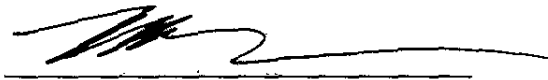
Shirley A. Miller

By: 
Walter Liszewski, Jr. as its
Partner


Kenneth Liszewski


Walter Liszewski, Jr.

SARABAY, L.L.C., a Florida
limited liability company

By: 
Kenneth Liszewski
As Its: Manager

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ARTICLES OF ORGANIZATION
OF
SARABAY, L.L.C.

The undersigned person, acting as the organizer of SARABAY, L.L.C., under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes as amended (the "Act"), adopts the following Articles of Organization:

ARTICLE I - NAME

The name of this limited liability company is SARABAY, L.L.C.

ARTICLE II - COMMENCEMENT AND DURATION OF EXISTENCE

The existence of the company will commence on the date these Articles of Organization are filed with the Florida Department of State, and the existence of the company shall be perpetual.

ARTICLE III - CONVERSION FROM PARTNERSHIP

These Articles of Organization are being filed pursuant to a Plan of Conversion in which SARABAY PROFESSIONAL BUILDING PARTNERSHIP, a Florida general partnership, shall be converted into SARABAY, L.L.C, a Florida limited liability company, upon the filing of these Articles and the Certificate of Conversion pursuant to the provisions of Section 608.439, et seq. of the Act.

ARTICLE IV - PURPOSE

The company may transact any or all lawful business for which a limited liability company may be organized under the Act.

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the company is 7442 N. Tamiami Trail, Suite B, Sarasota, FL 34243 and the name of the company's initial registered agent at that address is Kenneth Liszewski.

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ARTICLE VI - PLACE OF BUSINESS

The mailing address and the street address of the principal office of the company is 7442 N. Tamiami Trail, Suite B, Sarasota, FL 34243.

ARTICLE VII - ADMISSION OF ADDITIONAL MEMBERS

The right of the members to admit additional members and the terms and conditions of the admissions shall be restricted solely to those members approved by the written consent of all of the membership interests of the Company and upon such terms and conditions as shall be set forth in its regulations.

ARTICLE VII - MANAGEMENT BY MANAGER

The company shall be managed by a Manager and the name and address of the initial Manager is:

Kenneth Liszewski
7442 N. Tamiami Trail, Suite B
Sarasota, FL 34243

ARTICLE VIII - REGULATIONS

The power to adopt, alter, amend, or repeal the regulations of the company is vested exclusively in the members of the company.

ARTICLE IX - ORGANIZER

The name and street address of the organizer executing these Articles of Organization is:

Kenneth Liszewski
7442 N. Tamiami Trail, Suite B
Sarasota, FL 34243

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ARTICLE X - TERMINATION OF A MEMBERSHIP INTERESTS


The company shall not be dissolved upon 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 XI - AMENDMENT OF ARTICLES OF ORGANIZATION

Any amendment to the Articles of Organization shall be approved by Members owning all of the member's membership interests in the Company and shall be as prescribed by the Secretary of State of the State of Florida.

DATED: June 23, 2003

(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.)


Kenneth Liszewski, Member,
as organizer

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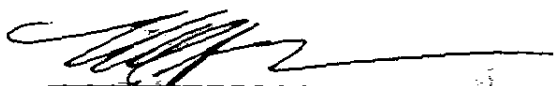
ACCEPTANCE OF REGISTERED AGENT

Pursuant to Section 608.415, Florida Statutes, the following is submitted:

That SARABAY, L.L.C., desiring to organize as a limited liability company under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Organization, at 7442 N. Tamiami Trail, Suite B, Sarasota, FL 34243, has named KENNETH LISZEWSKI as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for SARABAY, L.L.C. at the place designated in this document, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Limited Liability Company Act, as amended, relative to keeping open the registered office. The undersigned is familiar with, and accepts the obligations of, Section 608.415, Florida Statutes.

DATE: June 23, 2003.



Kenneth Liszewski