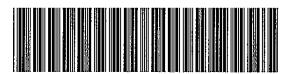
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## CERTIFICATE OF CONVERSION TO A LIMITED LIABILITY COMPANY FOR BRIAN K. SPENCER AND CRYSTAL COLLINS SPENCER DOING BUSINESS AS A UNINCORPORATED BUSINESS

TO

#### 200 OFFICE COMPLEX, LLC

The undersigned, for the purpose of converting Brian K. Spencer and Crystal Collins Spencer, husband and wife, doing business as an unincorporated business with regard to the rental properties generally known as 200 E. Government Street, 210 E. Intendencia Street, and 1813 Yates Avenue located in Pensacola, Florida (the "Proprietorship") into 200 Office Complex, LLC, a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608 ("Limited Liability Company"), and pursuant to Section 608.439 hereby make, acknowledge, and file the following Certificate of Conversion to a Limited Liability Company.

#### Article I: Date and Jurisdiction of Other Entity

The Proprietorship is an unincorporated business association and proprietorship that was formed in Florida on February 24, 1995, and has at all times been operated under the name of Brian K. Spencer and Crystal Collins Spencer, doing business as 200 Office Complex.

#### Article II: Name of Limited Liability Company

The name of the limited liability company as set forth in the Articles of Organization accompanying this Certificate of Conversion is 200 Office Complex, LLC.

#### Article III: Effective Date

This Certificate of Conversion to a Limited Liability Company is to be effective on Tuesday, July 29, 2003.

IN WITNESS WHEREOF, the undersigned have made and subscribed this Certificate of Conversion to a Limited Liability Company at Pensacola, Florida, on this day of July, 2003.

BRIAN K SPENCER

CRYSTAL COLLINS SPENCER

#### STATE OF FLORIDA

#### **COUNTY OF ESCAMBIA**

BEFORE ME, the undersigned authority, personally appeared Brian K. Spencer and Crystal Collins Spencer, husband and wife, known to me and known by me to be the persons who executed the foregoing Certificate of Conversion to a Limited Liability Company and they acknowledged before me that they executed this Certificate of Conversion to a Limited Liability Company. They are personally known to me.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal on this 2314

day of July, 2003.

BARBARA P CARR Notary Public-State of FL Comm. Exp. Feb. 3, 2006 Comm. No. DD 088600

OTARY PUBLIC-STATE OF FLORIDA

Name:

My Commission Expires:

#### ARTICLES OF ORGANIZATION

OF

#### 200 OFFICE COMPLEX, LLC

er, Husband and Wife, for nited Liability Company Act,

The undersigned, Brian K. Spencer and Crystal Collins Spencer, Husband and Wife, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

#### **ARTICLE I**

#### NAME

The name of the limited liability company shall be 200 OFFICE COMPLEX, LLC.

#### ARTICLE II

#### **ADDRESS**

The mailing address and street address of the principal office of the company shall be:

#### 200 E. GOVERNMENT STREET, SUITE 240-D PENSACOLA, FL 32502

#### **ARTICLE III**

#### REGISTERED OFFICE AND AGENT

The name and address of the registered agent of the company in the State of Florida is:

BRIAN K. SPENCER 17 East Main Street, Suite 100 Pensacola, Florida 32502

#### **ARTICLE IV**

#### **MANAGEMENT**

The company shall be managed by the members in accordance with an operating agreement adopted by the members for the management of the business and affairs of the

company. The operating agreement may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these Articles of Organization.

#### **ARTICLE V**

#### **EFFECTIVE DATE**

These Articles of Organization shall become effective on: July 29, 2003.

IN WITNESS WHEREOF, the undersigned Organizers and members have made and subscribed these Articles of Organization at Pensacola, Florida, on this day of July 2003.

BRIAN K. SPENGER Member

CRYSTAL COLLINS SPENCER, Member

STATE OF FLORIDA

COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, personally appeared Brian K. Spencer and Crystal Collins Spencer, known to me and known by me to be the persons who executed the foregoing Articles of Organization and they acknowledged before me that they executed the Articles of Organization. They (V) are personally known to me or ( ) have produced as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this day of July, 2003.

BARBARA P CARR Notary Public-State of FL Comm. Exp. Feb. 3, 2006 Comm. No. DD 088600

NOTARY PUBLIC-STATE OF FLORIDA

COMMISSION NUMBER:

#### STATE OF FLORIDA

#### ACCEPTANCE OF REGISTERED AGENT

### **COUNTY OF ESCAMBIA**

The undersigned, being the person named in the Articles of Organization of 200 OFFICE COMPLEX, LLC, as the Registered Agent of this Limited Liability Company, hereby consents to accept service of process for the above-stated company at the place designated in the Articles of Organization, and accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position as Registered Agent.

Dated this 231 day of July, 2003.

BRANK SPENCER

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