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Harry A. Jones

Attorney at Law Certified Public Accountant (Ga.)

HARBOR TOWNE
11 A. Max Brewer Parkway
P. O. Box 6447

Titusville, Florida 32782-6447 (321) 264-0334

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FILED

03 (Offe HARBOR PLACE 1901 S. Harbor City Blvd. Suite 500 Melbourne, Florida 32901

(321) 433-3776 Fax (321) 723-4092 hjones009@bellsouth.net

Secretary of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32301

Re:

Certificate of Conversion and Articles of Organization of

Sherwood Properties of Brevard, L.L.C.

Dear Sir/Madam:

Enclosed find an original and one copy of Certificate of Conversion and Articles of Organization for the above-captioned Limited Liability Company, together with check in the sum of \$150.00 (\$25.00 for the Certificate of Conversion and \$125.00 for the Articles of Organization) to cover your filing fees.

Please stamp the copy of the Certificate of Conversion and Articles of Organization with the date received in your office and return to the undersigned.

Thank you for your assistance in this matter.

Very truly yours,

Harry A. Jones

HAJ/re Enc.

CERTIFICATE OF CONVERSION

FILED

Pursuant to Section 608.439, Florida Statutes, the following unincorporated business. At 10: 25 entity formerly doing business as a General Partnership hereby submits the attached Articles of Organization and this Certificate of Conversion to convert to a Florida Limited Liability, E. FLORIDA Company:

First: The name of the unincorporated business immediately prior to filing this document was:

Patrick L. Neve, Jr. Della C. Neve

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

A. Date: September 12, 2000

B. Jurisdiction: Florida

C. If different from the above-noted jurisdiction, the jurisdiction immediately prior to its conversion: N/A

Third: The name of the Limited Liability Company as set forth in the attached Articles of Organization is:

SHERWOOD PROPERTIES OF BREVARD, L.L.C.

IN WITNESS WHEREOF, the undersigned members do make and file this Certificate of Conversion and attached Articles of Organization, hereby declaring and certifying that the facts herein stated are true and hereunto set their hand and seal this ______ day of _______, 2003.

Patrick L. Neve, Jr.

Member, Sherwood Properties of Brevard, L.L.C.

Della C. Neve

Member, Sherwood Properties of Brevard, L.L.C.

STATE OF FLORIDA COUNTY OF BREVARD

FILED 03 OCT 21 AH 10: 2

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared PATRICK L. NEVE, JR. and DELLA C. NEVE, each personally known to me, and they acknowledged executing the foregoing instrument freely and voluntarily under authority duly vested in them.

WITNESS my hand and official seal in the County and State last aforesaid this day of Official 2003.

Notary Public

My Commission Expires:

*

ARTICLES OF ORGANIZATION OF SHERWOOD PROPERTIES OF BREVARD, L.L.C.

FILED 03 OCT 21 AM 10: 2

The undersigned subscriber to these Articles of Organization and intending to form and create a Limited Liability Company pursuant to the statutes of the State of Florida, does hereby state and certify the following:

I.

The name of the Limited Liability Company shall be SHERWOOD PROPERTIES OF BREVARD, L.L.C.

II.

The mailing and street address of the Limited Liability Company and its principal office is: 4580 N. U.S. 1, Melbourne, FL 32935.

III.

The name and street address of the initial registered agent of the Limited Liability Company in the State of Florida is Patrick L. Neve, Jr., 4580 N. U.S. 1, Melbourne, FL 32935.

IV.

The Limited Liability Company shall be managed by its member(s) and the activities of the Limited Liability Company shall be conducted as a member-managed company in accordance with the terms of the Limited Liability Company Operating Agreement.

The name and address of the Initial Manager of the Limited Liability Company is as follows:

Name

Address

Patrick L. Neve, Jr. and Della C. Neve husband and wife, as tenants by the entirety

4580 N. U.S. 1 Melbourne, FL 32935 The Limited Liability Company shall be initially organized with one (1) member | The: 10: 29 name and address of the Initial Member of the Limited Liability Company is:

Name

¥.

Address

Patrick L. Neve, Jr. and Della C. Neve husband and wife, as tenants by the entirety 4580 N. U.S. 1 Melbourne, FL 32935

VII.

The Limited Liability Company shall have the right to add additional members according to the terms of the Limited Liability Company Operating Agreement.

VIII.

This Limited Liability Company shall exist perpetually.

Initial Member:

Patrick L. Neve, Jr. and

Della C. Neve

husband and wife,

as tenants by the entirety

Patrick L. Neve, J

Della C. Neve

Patrick L. Neve, Jr. and
Della C. Neve,
husband and wife,
as tenants by the entirety

Patrick L. Neve, Jr.

Patrick L. Neve, Jr.

Della C. Neve,
husband and wife,
as tenants by the entirety

Patrick L. Neve, Jr.

STATE OF FLORIDA COUNTY OF BREVARD

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared PATRICK L. NEVE, JR. and DELLA C. NEVE, husband and wife, as tenants by the entirety. known to me to be the persons who executed the foregoing Articles of Organization, and acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed, as Initial Member and Initial Manager.

WITNESS my hand and official seal this 10th day of october, 2003.

Della C. Neve

Notary Public, State of Florida

My Commission Expires:

Ruth S. Ellis
MY COMMISSION # DD031714 EXPIRES
JULY 9, 2005
BONDED THRU TROY FAIN INSURANCE INC.

STATEMENT OF DESIGNATION AND ACCURATE OF 103 OCT 21 AM 10: 25

SHERWOOD PROPERTIES OF BREVARD, L.L.C.

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned hereby files this statement of the designation and acceptance of the initial registered agent of the Limited Liability Company.

The street address of the initial registered office of this Limited Liability Company is 4580 N. U.S 1, Melbourne, FL 32935, and the name of the initial registered agent of this Limited Liability Company at that address is PATRICK L, NEVE, JR.

DATED this 10 day of October, 2003.

Patrick L. Neve, Jr. and

as tenants by the entirety

Della C. Neve,

husband and wife,

Patrick L. Neve.

Della C. Neve

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I hereby accept appointment as the registered agent of SHERWOOD PROPERTIES OF BREVARD, L.L.C. at the initial registered office of the Limited Liability Company at 4580 N. U.S. 1, Melbourne, FL 32935.