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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Marshall Despaid Construction L. L.C.
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Marshall Despais Construction L.L.C.

(Firm/Company)

Windsor LANE

(Address)

Mulberry F1. 33860 (City/State and Zip Code)

For further information concerning this matter, please call:

Marshall Despaw at (863) 255-041 (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section Division of Corporations 409 E. Gaines Street Tallahassee, Florida 32399 MAILING ADDRESS: Registration Section Division of Corporations

P.O. Box 6327 Tallahassee, Florida 32314

CERTIFICATE OF CONVERSION

Pursuant to section 608.439, Florida Statutes, the following unincorporated business entity hereby submits the <u>attached articles of organization</u> 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:
Marshall Despos Construction.
SECOND: The date on which and the jurisdiction in which the unincorporated business was first
created or otherwise came into being are: A. Date: 06/98
B. Jurisdiction: Polk County
C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion:
is conversion.
THIRD: The name of the limited liability company as set forth in the <u>attached</u> articles of organization is:
- Marshall Despaw Construction L.L.C
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.)
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:

Marshall Despaw Cor	struction L.L.C.
ARTICLE II - Address: The mailing address and street address of the princ	cipal office of the Limited Liability Company is:
Principal Office Address:	Mailing Address:
103 Windsor/Ane	103 Windsor LAne
Mulberry Fl. 33860	Mulberry F1 33860
ARTICLE III - Registered Agent, Registered Control The name and the Florida street address of the reg	
Marshall De	espa, S
Florida street address (P.O. F	Ane. Box NOT acceptable)
Mulberry City, State, and	FLORIDA 33860

Page 1 of 2 (CONTINUED)

Registered Agent's Signature

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, Florida Statutes..

The name and address of each Manager or Managing Member is as follows: Name and Address: Title: "MGR" = Manager "MGRM" = Managing Member (Use attachment if necessary) NOTE: An additional article must be added if an effective date is requested. REQUIRED SIGNATURE: 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.) Typed or printed name of signee

ARTICLE IV- Manager(s) or Managing Member(s):

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)