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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

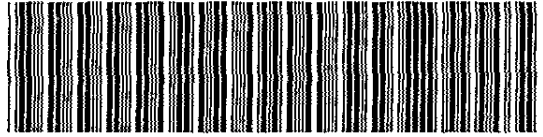
(Business Entity Name)

(Document Number)

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2003 DEC 11 PM 2:54
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN DEC 19 2003

**COTY MITCHELL ENTERPRISES, LLC
2611 TEN ACRE ROAD
PANAMA CITY, FLORIDA 32405
(850) 785-2787**

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2003 DEC 11 PM 2:54
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DECEMBER 5, 2003

TO: FLORIDA DEPARTMENT OF STATE

RE: CHANGE TO LLC

TO WHOM IT MAY CONCERN. THIS PAPER WORK IS SUBMITTED ON MY BEHALF IN ORDER TO CHANGE THIS BUSINESS LISTED BELOW TO A LIMITED LIABILITY COMPANY ON 01-01-04.

COTY MITCHELL ENTERPRISES, LLC
2611 TEN ACRE ROAD
PANAMA CITY, FL. 32405

IF YOU HAVE ANY QUESTION'S PLEASE FEEL FREE TO CONTACT ME AT (850)785-2787.

THANK YOU FOR YOUR HELP IN THIS MATTER.

SINCERELY,



COTY L. MITCHELL SR.
PRESIDENT

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: COTY MITCHELL ENTERPRISES, LLC
(Name of Limited Liability Company)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

Please return all correspondence concerning this matter to the following:

COTY L. MITCHELL, SR.
(Name of Person)

COTY MITCHELL ENTERPRISES, LLC
(Firm/Company)

2611 TEN ACRE ROAD
(Address)

PANAMA CITY, FLORIDA 32405
(City/State and Zip Code)

For further information concerning this matter, please call:

TERESA A. MITCHELL (SECRETARY) (850) 773-3641
(Name of Person) (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

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DIVISION OF CORPORATIONS
TALLAHASSEE, 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:

COTY MITCHELL ENTERPRISES

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

- A. Date: 01-01-99
- B. Jurisdiction: SPRINGFIELD
- C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: _____

THIRD: The name of the limited liability company as set forth in the attached articles of organization is:

COTY MITCHELL ENTERPRISES, LLC



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.)

COTY L. MITCHELL, SR

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**

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE I - Name:

The name of the Limited Liability Company is:

COTY MITCHELL ENTERPRISES, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

2611 TEN ACRE ROAD

PANAMA CITY, FLORIDA 32405

Mailing Address:

2611 TEN ACRE ROAD

PANAMA CITY, FLORIDA 32405

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

TERESA A. MITCHELL

Name

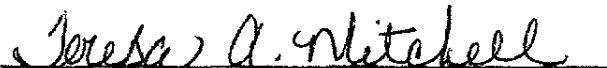
2174 CHRISTY LANE

Florida street address (P.O. Box **NOT** acceptable)

CHIPLEY, FLORIDA 32428

City, State, and Zip

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..



Registered Agent's Signature

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" - Manager

"MGRM" = Managing Member

Name and Address:

<u>MGR</u>	<u>COTY L. MITCHELL, SR.</u> <u>2611 TEN ACRE ROAD</u> <u>PANAMA CITY, FLORIDA 32405</u>
<u>MGRM</u>	<u>COTY L. MITCHELL, JR.</u> <u>2611 TEN ACRE ROAD</u> <u>PANAMA CITY, FLORIDA 32405</u>
<u>MGRM</u>	<u>WILLIAM M. MEGAUGHEY</u> <u>6508 PRIDGEN STREER</u> <u>PANAMA CITY, FLORIDA 32404</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

(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.)

COTY L. MITCHELL, SR. (MGR)

Typed or printed name of signee

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)

**COTY MITCHELL ENTERPRISES, LLC
2611 TEN ACRE ROAD
PANAMA CITY, FLORIDA 32405
(850) 785-2787**

December 2, 2003

This is to certify that the person listed below is a
owner in this company.

NAME: COTY L. MITCHELL, SR.
ADDRESS: 2611 TEN ACRE ROAD
PANAMA CITY, FLORIDA 32405

He owns 70% of COTY MITCHELL ENTERPRISES, LLC.

Thank you,

Coty L. Mitchell SR

Coty L. Mitchell, Sr.
President

**COTY MITCHELL ENTERPRISES, LLC
2611 TEN ACRE ROAD
PANAMA CITY, FLORIDA 32405
(850) 785-2787**

December 2, 2003

This is to certify that the person listed below is a
owner in this company.

NAME: COTY L. MITCHELL, JR.
ADDRESS: 2611 TEN ACRE ROAD
PANAMA CITY, FLORIDA 32405

He owns 20% of COTY MITCHELL ENTERPRISES, LLC.

Thank you,

Coty L. Mitchell SR

Coty L. Mitchell, Sr.
President

**COTY MITCHELL ENTERPRISES, LLC
2611 TEN ACRE ROAD
PANAMA CITY, FLORIDA 32405
(850) 785-2787**

DECEMBER 2, 2003

This is to certify that the person listed below is a
owner in this company.

NAME: WILLIAM M. MEGAUGHEY
ADDRESS: 6508 PRIDGEN STREET
PANAMA CITY, FLORIDA 32404

He owns 10% of COTY MITCHELL ENTERPRISES, LLC.

Thank you,


Coty L. Mitchell Sr.
President