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(Business Entity Name)

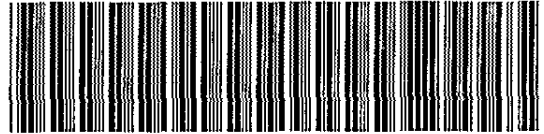
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SEAL OF THE
TALLAHASSEE, FLORIDA

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December 22, 2002

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
Corporate Filings
409 E. Gaines Street
Tallahassee, FL 32399

Re: TAM Barnes Groves, LLC / Formation

Dear Sirs:

Enclosed please find the following documents:

- 1) Certificate of Conversion of Unincorporated Business into Barnes Groves I, LLC under Florida Statutes §608.439 and Articles of Organization for Barnes Groves I, LLC;
- 2) Certificate of Conversion of Unincorporated Business into Barnes Groves II, LLC under Florida Statutes §608.439 and Articles of Organization for Barnes Groves II, LLC;
- 3) Certificate of Conversion of Unincorporated Business into Barnes Groves III, LLC under Florida Statutes §608.439 and Articles of Organization for Barnes Groves III, LLC;
- 4) Certificate of Conversion of Unincorporated Business into Barnes Groves IV, LLC under Florida Statutes §608.439 and Articles of Organization for Barnes Groves IV, LLC; and
- 5) Certificate of Conversion of Unincorporated Business into TAM Barnes Groves, LLC under Florida Statutes §608.439 and Articles of Organization for TAM Barnes Groves, LLC.

Also enclosed is this firm's check in the amount of \$900.00 (\$100.00 filing fee for each Articles of Organization totaling \$500.00; \$25.00 registered agent fee for each LLC totaling

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TALLAHASSEE, FLORIDA

Department of State
December 22, 2003
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\$125.00; \$25.00 filing fee for each Certificate of Conversion totaling \$125.00; and \$30.00 certified copy fee for each Certified Copy of the Records totaling \$150.00). Please return the Certified Copies with the enclosed Federal Express envelope.

If anything further is required, please feel free to contact me at the above number.

Very truly yours,



Bradley R. Gould

BRG/mms
Enclosures

cc: Thomas M. Barnes, Jr. (Correspondence only)

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TALLAHASSEE, FLORIDA

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**CERTIFICATE OF CONVERSION OF UNINCORPORATED BUSINESS
INTO BARNES GROVES II, LLC
UNDER FLORIDA STATUTES § 608.439**

It is hereby certified that:

1. ANNA BELLE BARNES, THOMAS MARSHALL BARNES ("THOMAS BARNES") and MARY SUE BARNES ("MARY BARNES") first established their unincorporated business in 1983;

2. The successor in interest to THOMAS BARNES is THOMAS MARSHALL BARNES, JR., as Trustee of the THOMAS MARSHALL BARNES TESTAMENTARY TRUST. The successor in interest to MARY BARNES is THOMAS MARSHALL BARNES, JR., as Personal Representative of the ESTATE OF MARY SUE BARNES;

3. The name under which the business entity operated since its inception and immediately prior to the filing of this Certificate of Conversion was TAM BARNES GROVES (the "Business");

4. Notwithstanding the fact that the real property situate in Indian River County, Florida more specifically described in **Exhibit "A"** attached hereto and made a part hereof (the "Real Property") is held of record in the name of ANNA BELLE BARNES (as to 1/4 interest); THOMAS MARSHALL BARNES, JR., as Trustee of the THOMAS MARSHALL BARNES TESTAMENTARY TRUST (as to 1/2 interest); and THOMAS MARSHALL BARNES, JR., as Personal Representative of the ESTATE OF MARY SUE BARNES (as to 1/4 interest) as Tenants in Common, such Real Property has been operated as a part of the Business, and has been treated in all respects as the property of the Business;

5. The name of the limited liability company into which the unincorporated business is converting, as set forth in the Articles of Organization filed of even date herewith, is BARNES GROVES II, LLC;

6. The effective date of this conversion to BARNES GROVES II, LLC, shall be the filing date of this certificate; and

7. Upon the filing of the Articles of Organization and this Certificate of Conversion, pursuant to the provisions of Florida Statutes Section 608.439(6), the Real Property shall vest by operation of law in BARNES GROVES II, LLC, a Florida limited liability company.

Dated: This 8th day of December, 2003.

Thomas Marshall Barnes Testamentary Trust, Member

By: Thomas Marshall Barnes, Jr.
Thomas Marshall Barnes, Jr., Trustee

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EXHIBIT "A"

GROVE #2

The Northeast quarter of the Northeast quarter of Section 2, Township 32 South, Range 38 East,
Indian River County, Florida.

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SEAL-ARTS
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR
BARNES GROVES II, LLC

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida do hereby set forth the following:

ARTICLE I - NAME OF COMPANY

The name of the Limited Liability Company (the "Company") is BARNES GROVES II, LLC.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office address of this Company is 4790 N. Old Dixie Highway, Vero Beach, Florida 32967 and the mailing address of this Company is Post Office Box 846, Vero Beach, Florida 32961.

ARTICLE III- PERIOD OF DURATION

This Company shall exist perpetually.

ARTICLE IV - MANAGEMENT

The Company shall be a manager-managed Company, and the initial Manager is THOMAS MARSHALL BARNES, JR.

ARTICLE V - PURPOSE

The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a Company organized and existing by virtue of such laws.

ARTICLE VI - REGISTERED AGENT AND REGISTERED OFFICE

The name and street address of the initial registered agent in Florida for the Company is THOMAS MARSHALL BARNES, JR., 4790 N. Old Dixie Highway, Vero Beach, Florida 32967.

IN WITNESS WHEREOF, the undersigned Member of the Company has made and subscribed these Articles of Organization this 8th day of December, 2003.

Thomas Marshall Barnes Testamentary Trust, Member

By: Thomas Marshall Barnes, Jr.
Thomas Marshall Barnes, Jr., Trustee

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TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named as the registered agent for the above-mentioned Company at the place designated in the foregoing Articles of Organization, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 608.415 of the Florida Statutes.

Signature: Thomas Marshall Barnes, Jr.
Thomas Marshall Barnes, Jr.

Date: December 8, 2003

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TALLAHASSEE, FLORIDA