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MICHAELA. PYLE, P.A.

Michael A. Pyle (Florida Bar Certified Real Estate Attorney)

Trisha L. Dellinger

Areas of Practice:

Real Estate & Title Insurance Estate Planning & Elder Law Probate & Guardianship Corporate & Business Law

December 30, 2003

Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

Re: Atlantic Landholding, LLC

Dear Sir/Madam:

Enclosed please find the original Articles of Organization and the Certificate of Conversion for filing. I am also enclosing a check in the amount of \$180.00 for the filing costs which include the filing fee, the registered agent designation, filing fee for the certificate, and a certified copy of the filing.

Once these documents have been filed please return a copy of same to me in the enclosed self addressed, stamped envelope.

Should you have any questions, please feel free to contact me.

Sincerely,

Kristin L. Strother

Paralegal to Michael A. Pyle

/kls Enclosures

cc: Dr. Martin K. Dineen

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:

ATLANTIC LANDHOLDING PARTNERSHIP, a Florida General Partnership

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

A. Date: October 11, 1993

B. Jurisdiction: Florida

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:

ATLANTIC LANDHOLDING, LLC

Signature of a Member of 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.)

ANTHONY L. CANTWELL

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

OF

ATLANTIC LANDHOLDING, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, *Florida Statutes*, hereby executes the following Articles of Organization.

ARTICLE I

The name of the Limited Liability Company is ATLANTIC LANDHOLDING, LLC.

ARTICLE II ADDRESS

The street address and the mailing address of the principal office of the Company is 545 Health Boulevard, Daytona Beach, Florida 32114.

ARTICLE III REGISTERED OFFICE AND AGENT

The name and Florida street address of the registered agent is **Anthony L. Cantwell, 545 Health** Boulevard, Daytona Beach, Florida 32114.

of Organization on this <u>30</u> day of Decemb	er, 2003. ANTHONY L. CANTWELL Authorized Representative has executed a second service of the control of the c	uted these A	
COUNTY OF VOLUSIA		r =	5 💝
The foregoing instrument was acknowled L. CANTWELL who X is personally known to me,	lged before me this <u>30</u> day of December, 3 , or □ who presented a Florida drivers licens		ноич Ному
drivers license or \square , as iden	itification.	,	
Susan Rae Herrin Commission # D0102302 Exphres April 26, 2006	Notary Public Rae Herrin		

Atlantic Bonding Co., Inc.

(Printed Name)

My Commission Expires: 04 26 06

ACCEPTANCE OF DESIGNATION

Having been named Registered Agent to accept service of process for the above stated Limited Liability Company at the place designated in the above Articles of Organization, I hereby accept the appointment as registered agent and 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 provided in Chapter 608, Florida Statutes.

ANTHONYA. CANTWELL, Registered Agent