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(Requestor's Name)

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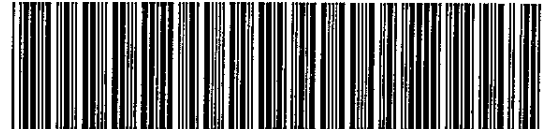
(Business Entity Name)

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TALLAHASSEE, FLORIDA

J. BRYAN MAY 13 2004

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April 30, 2004

## VIA FEDERAL EXPRESS

Department of State  
Division of Corporations  
Corporate Filings  
P O Box 6327  
Tallahassee, FL 32314

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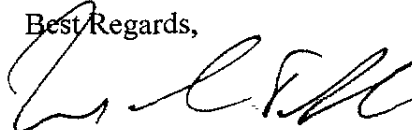
Re: Midway Ventures, LLC/Formation

Dear Sirs or Madams:

Enclosed please find a Certificate of Conversion of Unincorporated Business into Midway Ventures, LLC Under Florida Statutes §608.439 and Articles of Organization for Midway Ventures, LLC. Also enclosed is this firm's check in the amount of \$180.00 (\$100.00 filing fee for Articles, \$25.00 registered agent fee, \$25.00 filing fee for the Certificate of Conversion and \$30.00 certified copy fee).

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

Best Regards,



W. Lee Dobbins

Enclosures

WLD/hr

cc: Charles Grunbaum  
Karen B. Kane

**CERTIFICATE OF CONVERSION OF UNINCORPORATED BUSINESS  
INTO MIDWAY VENTURES, LLC  
UNDER FLORIDA STATUTES 608.439**

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EQUITY INVESTMENT CORPORATION  
TALLAHASSEE, FLORIDA


It is hereby certified that:

1. CHARLES GRUNBAUM and KAREN KANE (the "Owners"), first established their unincorporated business in 2001.
2. The name under which the business entity (the "Business") operated immediately prior to the filing of this Certificate of Conversion was that of the Owners.
3. Notwithstanding the fact that the real property situate in St. Lucie County, Florida more specifically described in Exhibit "A" attached hereto and made a part hereof (the "Real Property") was held of record in the name of the Owners such Real Property was operated as a part of the Business, and treated in all respects as the property of the Business.
4. 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 MIDWAY VENTURES, LLC; and
5. The effective date of this conversion of MIDWAY VENTURES, LLC, shall be the filing date of this certificate.
6. Upon filing of the Articles of Organization and this Certificate of Conversion, pursuant to the provision of Florida Statutes Section 608.439(6), the Real Property shall vest by operation of law in MIDWAY VENTURES, LLC, a Florida limited liability company.

Dated: This 30<sup>th</sup> day of April, 2004.

MIDWAY VENTURES, LLC, a Florida limited liability company

By: EQUITY INVESTMENT CORPORATION,  
a Florida corporation, Manager

By:   
Charles Grunbaum, President

**Exhibit "A"**

Commencing at the Southwest corner of Northeast ¼ of Section 5, Township 36 South, Range 40 East, run thence East along the South line of said Northeast ¼ 660 feet to the Southwest corner of Lot 95 of the White City Subdivision according to Plat therein recorded in Plat Book 1, page 23, of the Public Records of St. Lucie County, Florida, thence run North along the West line of said Lot 95, a distance of 330 feet, thence run West parallel to the South line of Lot 94, of said White City Subdivision, a distance of 660 feet therefrom run South 330 feet to the Point of Beginning;

EXCEPTING THEREFROM the West 20 feet and the South 25 feet as rights-of-way for public road (Christensen and Midway Road) and

LESS AND EXCEPTING the East 320 feet thereof.

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**ARTICLES OF ORGANIZATION FOR  
MIDWAY VENTURES, 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 does hereby set forth the following:

**ARTICLE I - NAME OF COMPANY**

The name of the Limited Liability Company (the "Company") is MIDWAY VENTURES, LLC.

**ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and the mailing address of this Company is 877 N. E. Jensen Beach Blvd., Jensen Beach, FL 34957.

**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 until such time as it is replaced shall be:

Equity Investment Corporation  
877 N. E. Jensen Beach Blvd.  
Jensen Beach, FL 34957

**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 is Charles Grunbaum, at 877 N. E. Jensen Beach Blvd., Jensen Beach, FL 34957.

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IN WITNESS WHEREOF, the undersigned Manager of the Company has made and subscribed these Articles of Organization this 30<sup>th</sup> day of April, 2004.

EQUITY INVESTMENT CORPORATION, a Florida corporation, Manager


By: 

Charles Grunbaum, President

[Corporate Seal]

**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.

  
Charles Grunbaum

Date: April 30, 2004.

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