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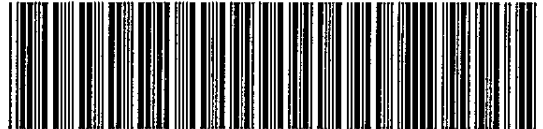
(Business Entity Name)

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FOWLER WHITE BOGGS BANKER

ATTORNEYS AT LAW

ESTABLISHED 1943

CODY W. WATERS
DIRECT DIAL: 813-222-1129
CWATERS@FOWLERWHITE.COM

May 20, 2004

Florida Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, FL 32314

Re: S and G Golf, LLC

Dear Sir/Madam:

Enclosed please find the following:

- 1) Certificate of Conversion of S and G Golf, a Florida general partnership, into S and G Golf, LLC.
- 2) Articles of Organization of S and G Golf, LLC.
- 3) Check made payable to the Department of State for \$180, which covers the filing fees as follows:

Certificate of Conversion	\$ 25.00
Articles of Organization	\$125.00
Certified Copy of Records	\$ 30.00
	\$180.00

Please file the enclosed documents and return a certified copy for our records.

If you have any questions, please do not hesitate to call me.

Best Regards,


Cody W. Waters

CWW/sdc
Enclosures

cc: Mr. Gilbert Ellis (w/encls.)
Tom Bellante, CPA (w/encls.)

FOWLER WHITE BOGGS BANKER P.A.

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501 EAST KENNEDY BLVD., SUITE 1700 • TAMPA, FLORIDA 33602 • P.O. BOX 1438 • TAMPA, FL 33601

04 MAY 26 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AND
FILED

CERTIFICATE OF CONVERSION

OF

S AND G GOLF

INTO

S AND G GOLF, LLC

To the Secretary of State
of the State of Florida


The following Certificate of Conversion is executed for the purpose of converting **S AND G GOLF**, a Florida general partnership (the "Partnership"), into **S AND G GOLF, LLC**, a Florida limited liability company pursuant to Section 608.439 F.S.

1. The Partnership was formed in Florida on March 4, 2004.
2. This entity, which was named **S AND G GOLF**, a Florida general partnership, immediately prior to the filing of this Certificate of Conversion and the attached Articles of Organization, will hereafter be named **S AND G GOLF, LLC**.
3. The effective date of the Conversion shall be the date on which this Certificate of Conversion and the attached Articles of Organization of **S AND G GOLF, LLC** are filed with the Florida Secretary of State.

Executed, pursuant to Section 608.408 F.S. on May 20, 2004.

MEMBERS


Gilbert Ellis, Member


Shawn Gordon, M.D., Member

04 MAY 21 04:10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

**ARTICLES OF ORGANIZATION
OF
S AND G GOLF, LLC**

I hereby file these Articles of Organization as an authorized representative of the limited liability company to be formed pursuant to these Articles of Organization and the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the limited liability company to be formed hereunder is "S AND G GOLF, LLC".

**ARTICLE II
MAILING ADDRESS AND STREET ADDRESS**

The mailing address and the street address of the principal office of the limited liability company is 12608 Wood Ibis Way, Tampa, Florida 33624.

**ARTICLE III
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the limited liability company's initial registered office in Florida is 501 East Kennedy Blvd., Suite 1700; Tampa, FL 33602, and the name of its initial registered agent is Cody W. Waters.

**ARTICLE IV
MANAGEMENT**

The limited liability company is a manager-managed company.

IN WITNESS THEREOF, the undersigned have executed these Articles of Organization this 20th day of May, 2004.


Cody W. Waters, Authorized Representative


04 MAY 26 AM 10:58
STATE OF FLORIDA
TALLAHASSEE, FL 32304

AND
FILED

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of S and G Golf, LLC, the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes Section 608.415 and is herewith simultaneously designated as registered agent.

Executed this 20th day of May, 2004.


Cody W. Waters

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AND
FILED
04 MAY 24 AM 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA