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(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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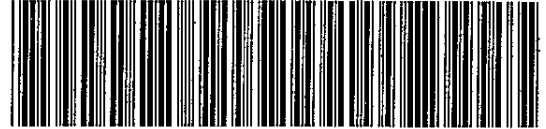
(Business Entity Name)

(Document Number)

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2004 JUN 21 PM 4:06
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN JUN 22 2004

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Schmitt Holdings, L.L.C.
(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:

Mary D. Schmitt
(Name of Person)

Schmitt Holdings, L.L.C.
(Firm/Company)

4106 Ferber Road
(Address)

Jacksonville FL 32277
(City/State and Zip Code)

For further information concerning this matter, please call:

Mary D. Schmitt at (904) 743-8297
(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

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:

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CLERK OF CIRCUIT COURT
TALLAHASSEE, FLORIDA

FIRST: The name of the unincorporated business immediately prior to filing this document was:

Schmitt Holdings, L.L.C.

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

- A. Date: 6/10/03
B. Jurisdiction: Nevada
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:

Schmitt Holdings, L.L.C.

Mary D. Schmitt
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.)

Mary D. Schmitt
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)

\$ 185.00

(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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2004 JUN 21 PM 4:06
JULY 14 2004
ALLAHASSEE, FLORIDA

ARTICLE I - Name:

The name of the Limited Liability Company is:

Schmitt Holdings, L.L.C.

ARTICLE II - Address:

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

Principal Office Address:

4106 Ferber Road
Jacksonville FL 32277

Mailing Address:

PMB 327
6999-02 Merrill Rd.
Jacksonville FL 32277

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

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

Mary D. Schmitt
Name

4106 Ferber Road
Florida street address (P.O. Box **NOT** acceptable)

Jacksonville FLORIDA 32277
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..

Mary D. Schmitt
Registered Agent's Signature

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2004 JUN 21 PM 4:06
JULIUS CORPORATION'S
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:

MGRM

Mary D. Schmitt
4100a Ferber Rd
Jacksonville FL 32277

MGRM

Terry Schmitt
4100a Ferber Road
Jacksonville FL 32277

(Use attachment if necessary)

NOTE: An additional article must be added if an effective date is requested.

REQUIRED SIGNATURE:

Mary D. Schmitt
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.)

Mary D. Schmitt
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)