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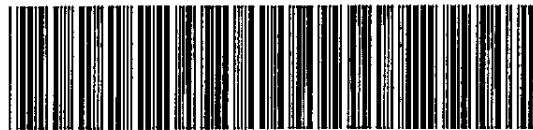
(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATIONS

151

The Law Offices of  
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& SHEEHAN  
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**OF COUNSEL:  
DANIEL K. CORBETT  
THOMAS A. HICKEY  
WILLIAM J. PAYNE**

July 1, 2004

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
04 JUL -7 PM 4:00

Re: Edison Parnters, LLC

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Organization of Edison Partners, LLC and Certificate of Conversion with a check in the amount of \$180.00

Please file the enclosed document with the Florida Secretary of State and obtain a certified copy and return the certified copy to my office.

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

Sincerely,



Tracie A. Castiglia  
Secretary to Martin V. Katz

/tac  
Enclosures

## 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:

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

Edison Partners, LLC

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

- A. Date: December 16, 2003
- B. Jurisdiction: California
- C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: California

THIRD: The name of the limited liability company as set forth in the attached articles of organization is:

Edison Partners, LLC

David E. Cundey, MANAGING MEMBER  
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.)

David E. Cundey

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.)

FILED STATE  
SECRETARY OF CORPORATIONS  
04 JUL -7 PM 4:01

**ARTICLES OF ORGANIZATION  
OF  
EDISON PARTNERS, LLC**

The undersigned hereby forms and establishes a limited liability company under the laws of the State of Florida.

**ARTICLE I**

The name of this limited liability company is EDISON PARTNERS, LLC ("Company").

**ARTICLE II**

This limited liability company shall have the perpetual existence from the date of filing these Articles with the Department of State unless sooner terminated by law.

**ARTICLE III**


The mailing address and street address of the principal place of business of the Company is 943 Barnegat Lane, Mantoloking, NJ 08738. The Company may at its discretion, at any time, change the address of its principal place of business.

**ARTICLE IV**

The name and street address of the initial registered agent of this Company is Martin V. Katz, 625 N. Flagler Drive, 9<sup>th</sup> Floor, West Palm Beach, FL 33401.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 22<sup>nd</sup> day of June, 2004.

AUTHORIZED REPRESENTATIVE OF  
MEMBER

  
MARTIN V. KATZ

STATE OF FLORIDA                    )  
COUNTY OF PALM BEACH            )

The foregoing instrument was acknowledged before me this 22<sup>nd</sup> day of JUNE, 2004, by Martin V. Katz, who is personally known to me, **OR** has produced \_\_\_\_\_ as identification.



(NOTARY STAMP)

Tracie A. Castiglia  
Notary Name: \_\_\_\_\_  
Notary Public

I am familiar with and hereby acknowledge and accept the obligations of the Registered Agent for EDISON PARTNERS, LLC.

[Signature]  
Martin V. Katz  
Registered Agent

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
04 JUL - 7 PM 4:01