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J. BRYAN
TALLAHASSEE, FLORIDA

J. BRYAN JUL 13 2004

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SAPONY ENTERPRISES LTD.
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

SHAUNA CHABOT
(Name of Person)

(Firm/Company)

7512 DR PHILLIPS BLVD STE 50 PMB 130
(Address)

ORLANDO, FLORIDA 32819.
(City/State and Zip Code)

For further information concerning this matter, please call:

(Name of Person) at (_____) _____
(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

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

SAPONY ENTERPRISES LTD.

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

A. Date: AUGUST 5, 2002

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:

SAPONY ENTERPRISES LTD. CO.

SHAUNA CHABOT AUTHORIZED REPRESENTATIVE

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.)

SHAUNA CHABOT

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
FOR
FLORIDA LIMITED LIABILITY COMPANY**

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UNIONVILLE CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE I - Name:

The name of the Limited Liability Company is:

SAPONY ENTERPRISES LTD. CO.

ARTICLE II - Address:

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

1053 Maitland Center Commons Blvd. 2nd Floor
Maitland, Florida 32751

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

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

Walker & Tudhope, P.A.
1053 Maitland Center Commons Blvd., 2nd Floor
Maitland, Florida 32751

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.

 President

Registered Agent's Signature

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TALLAHASSEE, FLORIDA

ARTICLE IV - Manager(s) or Managing Member(s):

The Limited Liability Company shall be managed by a manager.

ARTICLE V - Purpose:

The purpose for which this company is organized is to engage in any lawful purpose agreed upon by the members.

ARTICLE VI - Operating Agreement:

The Operating Agreement of the Company shall be executed by each Member of the company and shall set forth all provisions for the affairs of the Company and the conduct of its business to the extent that such provisions are not inconsistent with law and these Articles.

ARTICLE VII - Capital Contributions:

The members may make additional capital contributions upon the terms and conditions set forth in the Operating Agreement.

ARTICLE VIII - Management of Company:

Management of the Company may be vested in a manager or managers elected annually by the members pursuant to the terms and conditions set forth in the Operating Agreement.

ARTICLE IX - Liability:

Members and managers of the Company are not liable under a judgment, decree or order of a court, or in any other manner, for a debt, obligation or liability of the Company.

ARTICLE X - Authority:

The members or managers shall have full and complete authority to contract debts on behalf of this limited liability company and each member or manager shall be free and absolved of any personal liability associated with such debt.

ARTICLE XI - Additional Members:

The members shall have the right to admit additional members pursuant to the terms and conditions set forth in the Operating Agreement.

ARTICLE XII - Continuance of Business:


The remaining members of the company shall have the right pursuant to the terms and conditions set forth in the Operating Agreement requiring unanimous consent to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any other event which terminates the continued membership of a member in the company.

ARTICLE XIII - Indemnification:

The members or managers shall be indemnified by this limited liability company to the full extent provided for under Florida law.

ARTICLE XIV - Contribution to Capital:

A member may receive property other than cash in return for a contribution to capital upon the affirmative vote of a majority of the members.

 AUTHORIZED REPRESENTATIVE

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.)

SHAUNA CHABOT

Typed or printed name of signee