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BK



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 799295 4343687

AUTHORIZATION :

COST LIMIT : \$ 150.00

ORDER DATE : July 13, 2004

ORDER TIME : 11:02 AM

ORDER NO. : 799295-005

CUSTOMER NO: 4343687

CUSTOMER: Alan S. Gassman, Esq  
Gassman, Bates & Associates,  
Suite 102  
1245 Court Street  
Clearwater, FL 33756

DOMESTIC AMENDMENT FILING

NAME: K & C, L.L.P.

XX CERTIFICATE OF CONVERSION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Heather Chapman -- EXT# 2908

EXAMINER'S INITIALS: \_\_\_\_\_

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TALLAHASSEE, FLORIDA

### CERTIFICATE OF CONVERSION

Pursuant to section 608.439, Florida Statutes, the following unincorporated business entity hereby submits the attached Statement of Qualifications 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:

**K & C, L.L.P.**

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

- A. Date: 7/8/2004
- B. Jurisdiction: FLORIDA
- 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 are:

**K & C MERGER, L.L.C.**

#### Signature of a Manager

(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.)

  
**LINDA KAYE KNOP**

#### 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.)  
INHS11(10/99)

Audit Fax No: \_\_\_\_\_

## ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

### ARTICLE I - Name:

The name of the Limited Liability Company is: **K & C MERGER, L.L.C.**

### ARTICLE II - Address:

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

117 10<sup>th</sup> Street E.  
Tierra Verde, FL 33715

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

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

**ALAN S. GASSMAN, ESQUIRE**

Name

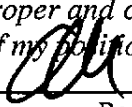
**1245 Court Street, Suite 102**

Florida street address (P.O. Box NOT acceptable)

**Clearwater, FL 33756**

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, F.S.*

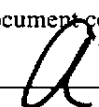


Registered Agent's Signature

(An additional article must be added if an effective date is requested)

### 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.)



ALAN S. GASSMAN, ESQUIRE

J:\K\Knop, Christopher & Linda\DOCSTAMPK & C Merger, LLC - Articles of Org.1.wpd  
jas 7-8-04

ARTICLES OF ORGANIZATION OF K & C MERGER, L.L.C.

PAGE 1

Alan S. Gassman, Esquire  
1245 Court Street Suite 102  
Clearwater, FL 33756  
(727) 442-1200  
Florida Bar #: 371750  
Audit Fax #: \_\_\_\_\_