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□ Board Certified Estate Planning
and Probate Lawyer
○ Board Certified Real Estate Lawyer

‡ Member of D.C. Bar
§ Member of N.Y. Bar
¶ Member of Ohio Bar

August 10, 2004

Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: **Certificate of Conversion for Linwood Partners Ltd.**
Document No. A04000001021

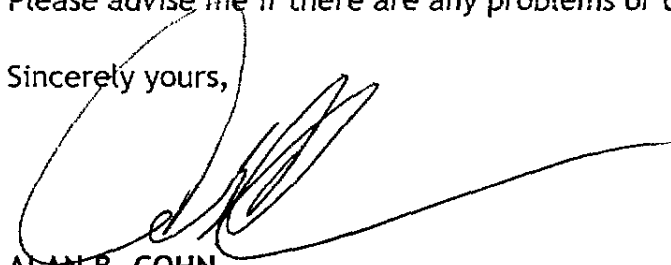
Dear Sir/Madam:

Enclosed are the following documents:

1. Certificate of Conversion of Linwood Partners Ltd.;
2. Articles of Organization of Linwood Partners LLC; and
3. Check in the amount of \$155.00, which covers the filing fee, Registered Agent Designation, and Certificate of Status.

Please advise me if there are any problems or questions regarding this request.

Sincerely yours,



ALAN B. COHN

ABC/mv/enclosures
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**CERTIFICATE OF CONVERSION
OF
LINWOOD PARTNERS LTD.**

LINWOOD PARTNERS LTD., a Florida General Partnership (hereinafter referred to as the "Partnership") hereby files this Certificate of Conversion to convert to a Florida Limited Liability Company to be known as **LINWOOD PARTNERS LLC**, pursuant to Florida Statute 608.439, and in support thereof states:

1. **LINWOOD PARTNERS LTD.** is a Florida General Partnership duly organized under the laws of the State of Florida on June 23, 2004.
2. All of the Partners of the Partnership have approved this conversion, as evidenced by their signatures below.
3. The effective date of this Conversion shall be the date of filing of this certificate.

IN WITNESS WHEREOF, the Partners of the Partnership have executed this Certificate of Conversion.



JAMES AMBROSIO

Date: July 28, 2004



ROBERTA AMBROSIO

Date: July 28, 2004

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ARTICLES OF ORGANIZATION
OF
LINWOOD PARTNERS LLC

THE UNDERSIGNED, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Florida Limited Liability Company (the "Company") under the laws of the State of Florida does set forth the following:

1. **NAME** The name of the Company is:

LINWOOD PARTNERS LLC

2. **PERIOD OF DURATION**

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act ("Act"), the term of existence shall begin the date these Articles are filed and its duration shall be perpetual, unless other dissolved or terminated by the unanimous written agreement of all members or pursuant to an event described in paragraph 7 of these Articles of Organization.

3. **PURPOSE**

The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a Limited Liability Company organized and existing by virtue of such laws.

4. **MAILING AND STREET ADDRESS OF COMPANY**

The mailing and street address of the place of business in Florida for the Company is 405 N.W. Springview Loop, Port St. Lucie, Florida 34986.

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5. **REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent in Florida for the Company is:

Alan B. Cohn, Esq.
2021 Tyler Street,
Hollywood, Florida 33020

6. **ADMISSION OF ADDITIONAL MEMBERS**

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of a majority in interest of the members holding membership interests of the Company, either in attendance at a duly called meeting of the members at which a quorum exists or by written consent of the members of the Company. Any new member which is approved by the members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the members, and upon such member's agreement to comply with these Articles of Organization, its regulations or guidelines as the members may from time to time determine, in their sole discretion.

7. **CONTINUITY OF BUSINESS**

Upon death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, the business of the Company shall not be continued and the Company shall be dissolved, unless the consent of all remaining members of the Company is obtained.

8. **MANAGEMENT**

The Company is to be managed by its Members. The name and address of the

Members are:

James Ambrosio
405 N.W. Springview Loop
Port St. Lucie, FL 34986

Roberta Ambrosio
405 N.W. Springview Loop
Port St. Lucie, FL 34986

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9. **RIGHT OF ASSIGNEE TO BECOME A MEMBER**

An assignee of a member's interest in the Company may become a member of the Company and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority in interest of the members holding membership interests of the Company (excluding the member seeking to transfer his or her interest in the Company) either in attendance at a duly called meeting of the members at which a quorum exists or by written consent of the members of the Company. The rights of the assignee shall be subject to the regulations, if any, and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the regulations of the Company, if any and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time.

10. **RETURN OF CAPITAL**

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's regulations or operating agreement, if any, then in existence.

11. **AMENDMENT TO ARTICLES OF ORGANIZATION**

Members may adopt, alter, amend or repeal any provision of the Articles of the Organization upon the affirmative vote of a majority in interest of the members of the Company which vote is taken at a duly called meeting of the members at which a quorum is present, or by written consent of the members of the Company.

12. **REGULATIONS**

Pursuant to Section 608.423(1) of the Act, the members of the Company may adopt, alter, amend or repeal regulations or any provision thereof, upon the affirmative vote of a majority in interest of the members of the Company in attendance at a meeting of the members duly called at which a quorum exists, or by written consent of the members of the Company.

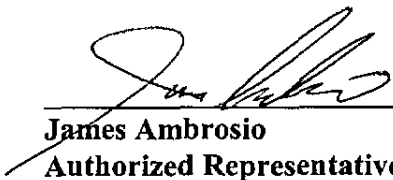
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13. **AUTHORIZED REPRESENTATIVE**

The name and address of the Authorized Representative signing these Articles is:

**James Ambrosio
405 N.W. Springview Loop
Port St. Lucie, Florida 34986**

WHEREOF, the undersigned as Authorized Representative has executed these Articles of Organization this July 28, 2004.



**James Ambrosio
Authorized Representative**

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FL
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED
AGENT, IN THE STATE OF FL.

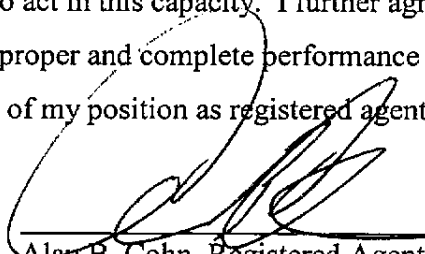
1. The name of the limited liability company is:

LINWOOD PARTNERS LLC

2. The name and address of the registered agent and office is:

Alan B. Cohn, Esq.
2021 Tyler Street
Hollywood, FL 33020

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.



Alan B. Cohn, Registered Agent
Date: July 28, 2004

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