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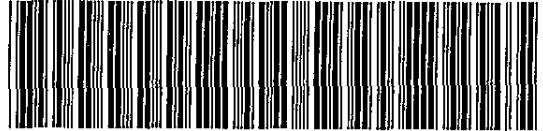
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[Handwritten signature]

CAPITAL CONNECTION, INC.

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Park Place Properties, LLC

- ___ Art of Inc. File _____
- ___ LTD Partnership File _____
- ___ Foreign Corp. File _____
- ☒ L.C. File Conversion
- ___ Fictitious Name File _____
- ___ Trade/Service Mark _____
- ___ Merger File _____
- ___ Art. of Amend. File _____
- ___ RA Resignation _____
- ___ Dissolution / Withdrawal _____
- ___ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- ___ Photo Copy _____
- ___ Certificate of Good Standing _____
- ___ Certificate of Status _____
- ___ Certificate of Fictitious Name _____
- ___ Corp Record Search _____
- ___ Officer Search _____
- ___ Fictitious Search _____
- ___ Fictitious Owner Search _____
- ___ Vehicle Search _____
- ___ Driving Record _____
- ___ UCC 1 or 3 File _____
- ___ UCC 11 Search _____
- ___ UCC 11 Retrieval _____
- ___ Courier _____

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

PARK PLACE PROPERTIES' CERTIFICATE OF CONVERSION


The partners of Park Place Properties, a Florida general partnership (the "Partnership"), hereby agree to convert the Partnership to a Florida limited liability company, and execute this Certificate of Conversion pursuant to §608.439, Florida Statutes; and for these purposes the partners agree as follows:

1. The Partnership was created on November 1, 1983 as a Florida general partnership, and to date it has continued to remain a Florida general partnership.
2. The initial name of the Partnership was Park Place Properties, and it has remained so to date.
3. The name of the Florida limited liability company to which the Partnership is to be converted is Park Place Properties, LLC (the "Limited Liability Company").
4. The effective date of the conversion of the Partnership to the Limited Liability Company will be the filing with the Florida Department of State of the Certificate of Conversion to a limited liability company and the Articles of Organization.
5. Pursuant to §608.439(5), Florida Statutes, the conversion of the Partnership into the Limited Liability Company shall not affect any obligations or liabilities of the Partnership incurred prior to the conversion of the Partnership to Park Place Properties, LLC or the personal liability of any person incurred prior to such conversion.
6. Pursuant to §608.439(6), Florida Statutes, all property, real, personal and mixed, and all debts due to any other entity, as well as all things and causes of action belonging to the Partnership, shall be vested in Park Place Properties, LLC, and shall thereafter be the property of Park Place Properties, LLC as they were of the Partnership that has converted, and the title to any real property vested by deed or otherwise in the Partnership shall not revert or be in any way impaired by reason of Chapter 608, Florida Statutes, but all rights of creditors and all liens upon any property of the Partnership shall be preserved unimpaired, and all debts, liabilities,

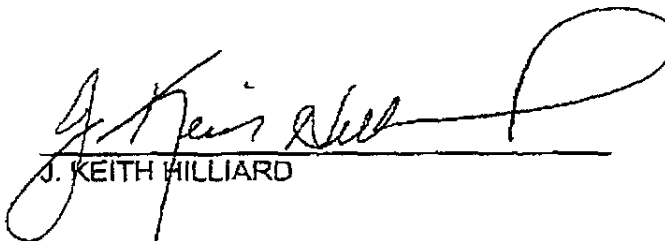
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SECRET
FLORIDA DEPARTMENT OF STATE

and duties of the Partnership shall thenceforth attach to Park Place Properties, LLC and may be enforced against Park Place Properties, LLC to the same extent as if said debts, liabilities, and duties have been incurred or contracted by Park Place Properties, LLC.

IN WITNESS WHEREOF, the undersigned, being all the partners of the Partnership, hereby execute this Certificate of Conversion this 25 day of June, 2004.


JAMES M. BELCHER


W.R. "SANDY" FORTIN


J. KEITH HILLIARD


THOMAS D. JORDAN

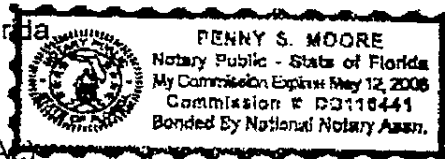
STATE OF FLORIDA
COUNTY OF POLK

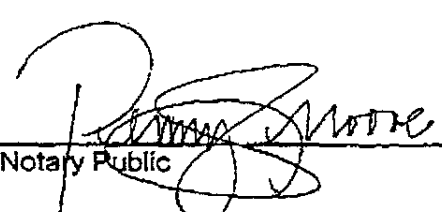
Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared **James M. Belcher**, who ☒ is personally known to me or who ☐ has produced _____ as identification.

WITNESS my hand and official seal this 25 day of June 2004, at Lakeland,

Polk County, Florida

(NOTARIAL SEAL)




Notary Public

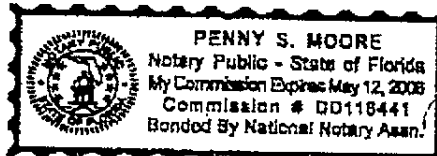
STATE OF FLORIDA
COUNTY OF POLK

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared W.R. "Sandy" Fortin, who ☒ is personally known to me or who ☐ has produced _____ as identification.

WITNESS my hand and official seal this 25th day of June 2004, at Lakeland,

Polk County, Florida.

(NOTARIAL SEAL)



Notary Public

A handwritten signature in cursive script, appearing to read "Penny S. Moore", written over a horizontal line.

STATE OF FLORIDA
COUNTY OF POLK

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared J. Keith Hilliard, who ☐ is personally known to me or who ☐ has produced _____ as identification.

WITNESS my hand and official seal this 13th day of August 2004, at Lakeland,

Polk County, Florida.

(NOTARIAL SEAL)

A handwritten signature in cursive script, appearing to read "Philip O. Allen", written over a horizontal line.
Notary Public

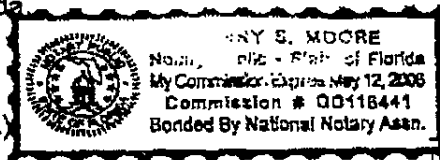
Philip O. Allen
MY COMMISSION # DD075714 EXPIRES
January 17, 2006
BONDED THRU TROY FAIR INSURANCE, INC.

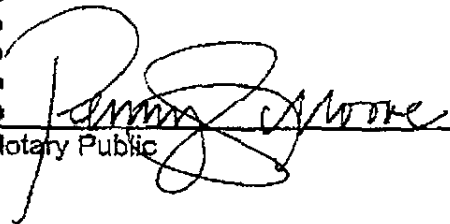
**STATE OF FLORIDA
COUNTY OF POLK**

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared **Thomas D. Jordan**, who [☒] is personally known to me or who [☐] has produced _____ as identification.

WITNESS my hand and official seal this 25 day of June 2004, at Lakeland,
Polk County, Florida

(NOTARIAL SEAL)




Notary Public

**ARTICLES OF ORGANIZATION
OF
PARK PLACE PROPERTIES, L.L.C.**

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TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Act, F.S. Chapter 608, hereby makes, acknowledges and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company (the "Company") shall be Park Place Properties, L.L.C.

ARTICLE II - DURATION

The limited liability company shall have perpetual duration.

ARTICLE III - PRINCIPAL PLACE OF BUSINESS AND ADDRESS

The principal place of business and the street and mailing address of the Company shall be 2238 Brandon Road, Lakeland, Florida 33803.

ARTICLE IV - PURPOSES AND POWERS

The general purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida in connection therewith. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE V - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is W. R. "Sandy" Fortin, located at 2238 Brandon Road, Lakeland, Florida 33803.

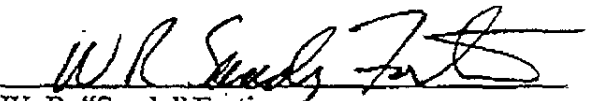
ARTICLE VI - MANAGEMENT

The Company shall be managed by one manager (the "Manager") and the name of the initial Manager is W. R. "Sandy" Fortin. The signature of the Manager of the Company signing on behalf of the Company may be relied on as sufficient evidence of the action of the Company and that such action has been authorized by the consent of the Members as provided in the Operating Agreement.

ARTICLE VII - OPERATING AGREEMENT

The members of the Company shall hereafter adopt an Operating Agreement setting forth all the terms, provisions, conditions and covenants by which the Company will be governed. The power to adopt, alter, amend or repeal the Operating Agreement shall be vested in the Members of the Company by unanimous written consent.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these articles of organization this 25 day of June, 2004.

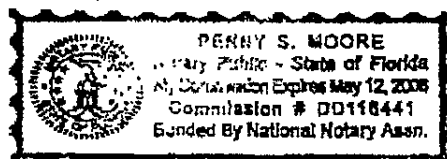

W. R. "Sandy" Fortin

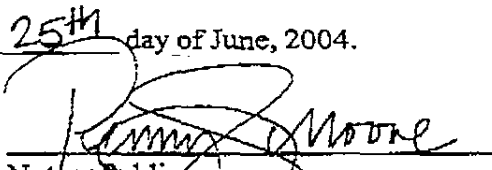
STATE OF FLORIDA
COUNTY OF POLK

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared W. R. "Sandy" Fortin, who ☒ is personally known to me or who ☐ has produced _____ as identification.

WITNESS my hand and official seal this 25th day of June, 2004.

(SEAL)




Notary Public

ACCEPTANCE

Having been named to accept service of process for Park Place Properties, L.L.C. at the place designated as stated in these Articles of Organization, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of Chapter 608, Florida Limited Liability Company Act.

DATED this 25th day of June, 2004.



W. R. "Sandy" Fortin, Registered Agent