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TALLAHASSEE, FLORIDA

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[Signature]

**CRARY, BUCHANAN, BOWDISH, BOVIE, BERES,  
ELDER & THOMAS, CHARTERED**

ATTORNEYS AT LAW



EVANS CRARY (1905-1968)  
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LAWRENCE EVANS CRARY III  
WILLIAM F. CRARY II ‡ ■  
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STEVEN D. BERES \*  
JEFFREY F. THOMAS ~ ~ Δ  
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† BOARD CERTIFIED CIVIL TRIAL LAWYER  
◆ BOARD CERTIFIED IN LABOR &  
EMPLOYMENT LAW  
\* BOARD CERTIFIED IN WILLS, TRUSTS  
& ESTATES LAW  
∞ BOARD CERTIFIED IN FAMILY & MARITAL  
LAW

‡ FLORIDA SUPREME COURT CERTIFIED  
CIRCUIT MEDIATOR  
■ FLORIDA SUPREME COURT CERTIFIED  
FAMILY MEDIATOR  
Δ FLORIDA SUPREME COURT CERTIFIED  
ARBITRATOR

September 1, 2004

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Carr's Little Collectibles (Conversion)

Dear Sir/Madam:

Enclosed please find the original Articles of Organization of Carr's Little Collectibles, LLC and Certificate of Conversion to Limited Liability Company for filing with your office. Also, enclosed is our firm's check in the amount of \$150.00 covering the filing fee.

Please provide our office with proof of the filed documents.

Thank you for your kind attention in this matter. If you have any questions, please call me.

Very truly yours,

A handwritten signature in black ink, appearing to read "SDB", enclosed within a hand-drawn oval.

Steven D. Beres

SDB/rm  
Enclosures

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04 SEP 1 PM 12:09  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

FAX AUDIT NUMBER:

**CERTIFICATE OF CONVERSION  
TO  
FLORIDA LIMITED LIABILITY COMPANY**

Pursuant to Section 608.439, Florida Statutes, CARR'S LITTLE COLLECTIBLES, a Florida general partnership, hereby submits the attached articles of organization and this certificate of conversion to convert to a Florida limited liability company:

1. The name of the entity immediately prior filing this document was:

CARR'S LITTLE COLLECTIBLES, a Florida general partnership.

2. The date on which and the jurisdiction in which CARR'S LITTLE COLLECTIBLES, a Florida general partnership, was first formed are:

A. Formation date: January 1, 1985

B. Formation Jurisdiction: Florida

C. Jurisdiction immediately prior to conversion: the entity has been a Florida general partnership for its entire existence.

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

CARR'S LITTLE COLLECTIBLES, LLC

4. This conversion to limited liability company is to be effective upon the filing of this certificate of conversion and the accompanying articles of organization.

5. This conversion to limited liability company has been approved in the manner provided for by the documents governing the internal affairs of CARR'S LITTLE COLLECTIBLES, a Florida general partnership, and as required by law.

6. The articles of organization and operating agreement of CARR'S LITTLE COLLECTIBLES, LLC, a Florida limited liability company, have been duly approved in the manner provided for by the documents governing the internal affairs of CARR'S LITTLE COLLECTIBLES, a Florida general partnership, and as required by law.

Prepared by: **STEVEN D. BERES, ESQUIRE** - Fla. Bar # 329721  
CRARY, BUCHANAN, BOWDISH, BOVIE, BERES, ELDER & THOMAS, CHARTERED  
555 Colorado Avenue, P.O. Drawer 24  
Stuart, FL 34995-0024  
Phone: (772) 287-2600 Fax: (772) 287-0115

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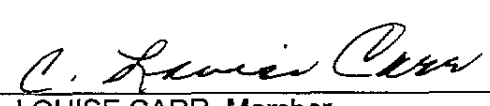
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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

FAX AUDIT NUMBER:

IN WITNESS WHEREOF, We have executed these certificate of conversion to Florida limited liability company this 30 day of August, 2004, at Stuart, Florida.

(In accordance with section 608.408(3), Florida Statutes, the execution of this statement constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

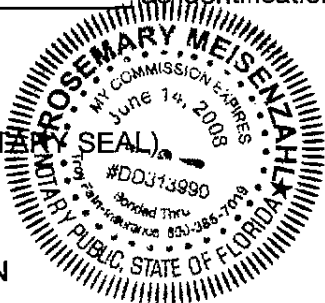
  
C. ADRIAN CARR, Member

  
C. LOUISE CARR, Member

STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of August, 2004 by C. ADRIAN CARR. He (please check one of the following) ☒ is personally known to me or ☐ has produced \_\_\_\_\_ as identification, and (please check one of the following) ☒ did or ☐ did not take an oath.

(NOTARY SEAL)



  
NOTARY PUBLIC  
Print name: Rosemary Meisenzahl  
My commission expires: \_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of August, 2004 by C. LOUISE CARR. She (please check one of the following) ☒ is personally known to me or ☐ has produced \_\_\_\_\_ as identification, and (please check one of the following) ☐ did or ☐ did not take an oath.

(NOTARY SEAL)



  
NOTARY PUBLIC  
Print name: Rosemary Meisenzahl  
My commission expires: \_\_\_\_\_

FAX AUDIT NUMBER:

**FAX AUDIT NUMBER:**

**ARTICLES OF ORGANIZATION  
OF  
CARR'S LITTLE COLLECTIBLES, LLC**

The undersigned, under the provisions of Chapter 608 of the Florida Statutes (the "Act"), for the purpose of forming a limited liability company under the laws of the State of Florida, do set forth the following:

**ARTICLE 1  
NAME**

The name of the limited liability company (the "Company") is CARR'S LITTLE COLLECTIBLES, LLC.

**ARTICLE 2  
ADDRESS**

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

8750 S. Ocean Drive, PH 37  
Jensen Beach, Florida 34957

**ARTICLE 3  
REGISTERED AGENT**

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

C. ADRIAN CARR  
8750 S. Ocean Drive, PH 37  
Jensen Beach, Florida 34957

**ARTICLE 4  
DURATION**

The period of duration for the Company is perpetual beginning on the date these Articles of Organization are filed by the Florida Department of State.

Prepared by: **STEVEN D. BERES, ESQUIRE** - Fla. Bar # 329721  
CRARY, BUCHANAN, BOWDISH, BOVIE, BERES, ELDER & THOMAS, CHARTERED  
555 Colorado Avenue, P.O. Drawer 24  
Stuart, FL 34995-0024  
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TALLAHASSEE, FLORIDA

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**ARTICLE 5  
PURPOSE**

The purpose for which the Company is organized is to purchase, acquire, buy, sell, own, trade, hold, and otherwise deal in collectibles, and engage in any other activity or business permitted under 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.

**ARTICLE 6  
MEMBERS**

The Company shall have at least one member and may admit additional members on the prior unanimous agreement of the then-existing members, or as otherwise provided in the Operating Agreement.

**ARTICLE 7  
ORGANIZING MEMBERS**

The names and addresses of the initial organizing members, who are the members of the Company, are as follows:

C. ADRIAN CARR	8750 S. Ocean Drive, PH 37 Jensen Beach, Florida 34957
C. LOUISE CARR	8750 S. Ocean Drive, PH 37 Jensen Beach, Florida 34957

**ARTICLE 8  
MANAGEMENT**

The Company is to be managed by its members.

**ARTICLE 9  
CONTINUITY OF BUSINESS**

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, or upon any other event that, under the Act, would result in dissolution of the Company, the business of the Company may be continued and the Company will not be dissolved without the prior written consent of all the remaining members of the Company.

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TALLAHASSEE, FLORIDA

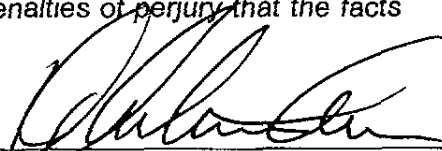
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ARTICLE 10  
OPERATING AGREEMENT

Any Operating Agreement (as defined in Section 608.402(24) of the Act) relating to the Company must be in writing and signed by all of the members.

IN WITNESS WHEREOF, We have executed these Articles of Organization on this 30 day of August, 2004, at Stuart, Florida.

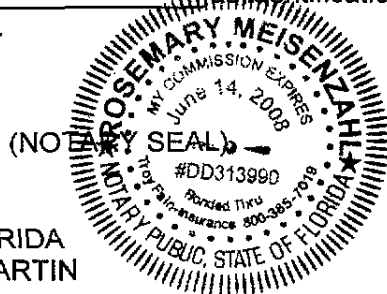
(In accordance with section 608.408(3), Florida Statutes, the execution of this statement constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

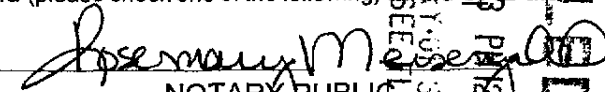
  
C. ADRIAN CARR

  
C. LOUISE CARR

STATE OF FLORIDA  
COUNTY OF MARTIN

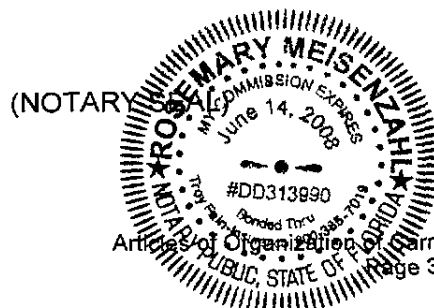
The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of August, 2004 by C. ADRIAN CARR. He (please check one of the following) ☒ is personally known to me or ☐ has produced \_\_\_\_\_ as identification, and (please check one of the following) ☒ did or ☐ did not take an oath.

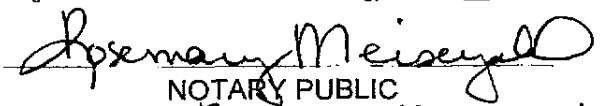


  
NOTARY PUBLIC  
Print name: Rosemary Meisenzahl  
My commission expires: \_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of August, 2004 by C. LOUISE CARR. She (please check one of the following) ☒ is personally known to me or ☐ has produced \_\_\_\_\_ as identification, and (please check one of the following) ☐ did or ☐ did not take an oath.



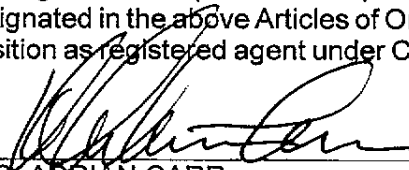
  
NOTARY PUBLIC  
Print name: Rosemary Meisenzahl  
My commission expires: \_\_\_\_\_

FAX AUDIT NUMBER:

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**STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT**

I hereby accept the designation as registered agent to accept service of process for the above stated limited liability company at the place designated in the above Articles of Organization. I am familiar with and accept the obligations of my position as registered agent under Chapter 608, Florida Statutes.

  
C. ADRIAN CARR  
Registered Agent

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TALLAHASSEE, FLORIDA

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