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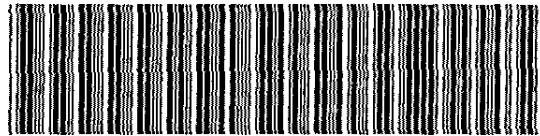
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN SEP 14 2004



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PLEASE REPLY TO:
PALM BEACH GARDENS

September 10, 2004

VIA FEDEX

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

**RE: Certificate of Conversion for Lipton & Barr Partnership; Articles of
Organization of Lipton & Barr LLC**

Dear Sir or Madam:

Enclosed for filing with your office are the following:

1. Certificate of Conversion of Lipton & Barr Partnership; and
2. Articles of Organization of Lipton & Barr LLC.

Also enclosed is a check in the amount of \$150.00 to cover the filing fee for the above documents.

If you have any questions concerning these filings, please do not hesitate to contact me.

Sincerely,


Alan H. Baseman, Esq.

Enclosures

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TALLAHASSEE, FLORIDA

CERTIFICATE OF CONVERSION FOR LIPTON & BARR PARTNERSHIP

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:

- FIRST: The name of the unincorporated business immediately prior to filing this document was: LIPTON & BARR PARTNERSHIP.
- SECOND: The date on which and the jurisdiction in which the unincorporated business was first created or otherwise came into being are:
- A. Date: July 7, 1949
 - B. Jurisdiction: Florida
 - C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: N/A
- THIRD: The name of the limited liability company as set forth in the attached articles of organization is: LIPTON & BARR LLC.



Alan H. Baseman, 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.)

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
FOR
LIPTON & BARR LLC**

ARTICLE I—Name: The name of the limited liability company is: LIPTON & BARR LLC.

ARTICLE II—Address: The mailing address and street address of the principal office of the limited liability company is: 1719 South Andrews Avenue, Suite E, Ft. Lauderdale, FL 33316.

ARTICLE III—Registered Agent, Registered Office, & Registered Agent's Signature: The name and the Florida street address of the registered agent are:

Alan H. Baseman
3801 PGA Boulevard
Suite 604
Palm Beach Gardens, FL 33410

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.



Alan H. Baseman, Registered Agent

ARTICLE IV—Managing Member(s): The name and address of each Managing Member is as follows:

<u>Title</u>	<u>Name and Address</u>
Managing Member	FELICE LIPTON 5255 Collins Avenue Apartment 15D Miami Beach, FL 33140
Managing Member	HAROLD BARR 5459 Quail Meadows Drive Carmel, CA 92923



Alan H. Baseman, 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.)

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