

L04000068760

FRANK RAINER

(Requestor's Name)

411 EAST COLLEGE AVE

(Address)

TALLAHASSEE, FL 32301

(Address)

577-6557

(City/State/Zip/Phone #)



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MAIL

WILCOX PANAMA CITY PROPERTIES, LLC

(Business Entity Name)

(Document Number)

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Certificates of Status

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TALLAHASSEE, FLORIDA

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04 SEP 21 PM 3:32
DEPT. OF STATE
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TALLAHASSEE, FLORIDA

RECEIVED

**ARTICLES OF ORGANIZATION
OF
WILCOX PANAMA CITY PROPERTIES, LLC**

FILED
04 SEP 21 PM 7:44
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The undersigned, an authorized natural person, for the purpose of forming a limited liability company (hereinafter called the "company"), under the provisions and subject to the requirements of the Florida Limited Liability Company Act, hereby certifies that:

1. The name of the limited liability company is Wilcox Panama City Properties, LLC. (the "Company").
2. The mailing address and the street address of the principal office of the Company is 267 John Knox Road, Suite 100, Tallahassee, Florida 32303.
2. The address of the registered office and the name and the address of the registered agent of the Company is W. Eugene Wilcox, 267 John Knox Road, Suite 100, Tallahassee Tallahassee, FL 32303
3. The company shall be manager-managed. The initial manager is Gene Wilcox.

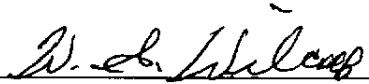
Executed on September 21, 2004



W. Eugene Wilcox, Member

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of Wilcox Panama City Properties as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.



W. Eugene Wilcox
Registered Agent

**CERTIFICATE OF CONVERSION
FROM A COMMON LAW TRUST TO
A LIMITED LIABILITY COMPANY**
(Pursuant to § 608.439, Florida Statutes)

FILED
04 SEP 21 PM 7:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to section 608.439, Florida Statutes, the following unincorporated common law trust 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 entity immediately prior to the filing of this Certificate of Conversion is **The Wilcox Panama City Trust**.

SECOND: The trust being converted is a Florida common law trust which was first created and came into being on September 16, 2004, in the State of Florida.

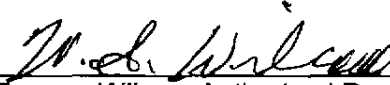
THIRD: The name of the limited liability company as set forth in the attached Articles of Organization is the Wilcox Panama City Properties, LLC.

FOURTH: The conversion of The Wilcox Panama City Trust a Florida common law trust, into Wilcox Panama City Properties, LLC, a Florida limited liability company, shall be effective immediately upon the filing of this certificate of conversion and the Articles of Organization.


Date: September 21, 2004.



Jeanne Ware, as Trustee and Authorized Person



W. Eugene Wilcox, Authorized Person



Sharon H. Wilcox, Authorized Person

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