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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

J. BRYAN SEP 24 2004

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September 20, 2004

**VIA EXPRESS MAIL**

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

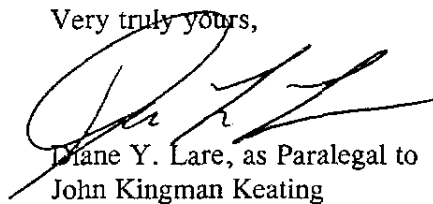
**RE: Pinecastle Commerce Center, LLC - Matter No. BAE041201**

Dear Sir or Madam:

Enclosed please find our firm's check in the amount of **\$155.00**, representing the required fee for filing the Certificate of Conversion; Articles of Organization of Pinecastle Commerce Center, LLC; and filing the Registered Agent Designation, plus certified copies of same (5 pages). Once you have accepted and filed the foregoing, please return the certified copies to my attention.

Should you have any questions or concerns, or require any further information concerning the foregoing, please do not hesitate to contact me. Thank you.

Very truly yours,



Diane Y. Lare, as Paralegal to  
John Kingman Keating

/dyl

Enclosures: as noted

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**FLORIDA LIMITED LIABILITY COMPANY  
CERTIFICATE OF CONVERSION**

Pursuant to *Section 608.439, Florida Statutes*, Pinecastle Commerce Center Partnership, a Florida general partnership, hereby submits the attached Articles of Organization of Pinecastle Commerce Center, LLC, and this Certificate of Conversion to convert to a Florida limited liability company.

Section 1. Name. The name of the unincorporated business immediately prior to the filing of this Certificate of Conversion was *Pinecastle Commerce Center Partnership*.

Section 2. Effective Date; Jurisdiction. The date on which and the jurisdiction in which the unincorporated business was first created or otherwise came into being are:

(a) Date: September 12, 1990.

(b) Jurisdiction: The original jurisdiction for Pinecastle Commerce Center Partnership was Orange County, Florida. The current jurisdiction for Pinecastle Commerce Center Partnership is Orange County, Florida.

(c) Name of Limited Liability Company. The name of the limited liability company as set forth in the attached Articles of Organization is *Pinecastle Commerce Center, LLC*

The undersigned, as a Member or an Authorized Representative of a Member of Pinecastle Commerce Center, LLC, does hereby express the approval and consent of Pinecastle Commerce Center, LLC to the filing of this Certificate of Conversion.

**PINECASTLE COMMERCE CENTER, LLC,  
a Florida limited liability**

By: James W. Bankston  
James W. Bankston, as Managing Member

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**ARTICLES OF ORGANIZATION**  
**OF**  
**PINECASTLE COMMERCE CENTER, LLC,**  
a Florida limited liability company

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The undersigned, being above the age of eighteen (18) years and competent to contract, for the purpose of organizing a limited liability company pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Organization (the "Articles of Organization"), and does hereby agree and certify as follows:

**ARTICLE I - NAME**

The name of this limited liability company shall be *Pinecastle Commerce Center, LLC* (the "Company").

**ARTICLE II - COMMENCEMENT OF EXISTENCE**

This Company shall commence existence on the date these Articles of Organization are accepted and filed with the Florida Department of State and shall terminate as provided in that certain Company Operating Agreement (the "Operating Agreement") of the Company.

**ARTICLE III - PRINCIPAL OFFICE MAILING AND STREET ADDRESS**

The initial principal office mailing and street address of the Company shall be located at 1321 Edgewater Drive, Suite 6, Orlando, Florida 32804.

**ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT**

For purposes of service of process within Florida, the initial registered office of this Company shall be located at 1321 Edgewater Drive, Suite 6, Orlando, Florida 32804 and the initial registered agent of the Company at that address shall be James W. Bankston. The Company may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Organization.

**ARTICLE V - PURPOSES AND GENERAL POWERS**

5.1 Purpose. The Company is organized primarily to continue the ownership of the Pinecastle Commerce Center Parcels, as defined in the Operating Agreement, and to obtain all governmental and other approvals necessary to plan, develop, improve, subdivide, market and sell such real property, and otherwise exercise the rights and privileges of ownership related to the Pinecastle Commerce Center Parcel and to engage in such other lawful activities as are reasonably necessary or useful to the furtherance of the foregoing purpose, upon and subject to the terms and conditions of this Operating Agreement (the "Business"). The Company may also transact any and all other lawful business. This Company shall have all of the powers enumerated in the Florida Limited Liability Company Act, as the same now exists and as hereafter amended, all such other powers as are permitted by applicable law and all those powers set forth in the adopted Operating Agreement of the

Company, as amended.

#### ARTICLE VI - ADMISSION OF NEW MEMBERS

The Company shall admit new Members only upon the consent and authorization of the Managing Member of the Company.

#### ARTICLE VII - MANAGING MEMBERS

The business and affairs of the Company shall be managed by its Managing Members, both as set forth in these Articles of Organization and in the Operating Agreement of the Company. The Managing Members shall have the power and authority to act on behalf of the Company as provided in *Chapter 608, Florida Statutes*, as the same may be amended from time to time, and as further provided in these Articles of Organization and in the Operating Agreement of the Company. The name and business address of the initial Managing Members of the Company are:

Managing Member(s)	Managing Member Business Address
Chester W. Bankston	1321 Edgewater Drive, Suite 6 Orlando, Florida 32804
Charles E. Bailes, Jr.	1321 Edgewater Drive, Suite 6 Orlando, Florida 32804
James W. Bankston	1321 Edgewater Drive, Suite 6 Orlando, Florida 32804

#### ARTICLE VIII - NON-LIABILITY AND INDEMNIFICATION

8.1 Non-Liability. A Managing Member of this Company, including any future non-member Manager of the Company, shall not be personally liable to the Company or its Members for monetary damages for breach of fiduciary duty as a Managing Member (or Manager), except for liability:

- (a) for a breach of the Managing Member's duty of loyalty to the Company or its Members;
- (b) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law;
- (c) for a transaction from which the Managing Member derived an improper personal benefit;
- or
- (d) under *Section 608.4363(7), Florida Statutes* (or any similar provision of any subsequent law enacted in Florida).

8.2 Indemnification. Each individual or entity who is or was a Managing Member of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Managing Member of the Company ("Indemnatee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnatee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnatee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same

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exists or may hereafter be amended. The Company may, by action of the Managing Member, provide indemnification to such of the officers, employees and agents of the Company to such extent and to such effect as the Managing Member shall determine to be appropriate and authorized by applicable law. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a Managing Member or officer existing at the time of such repeal or amendment.

#### ARTICLE IX - AMENDMENT

This Company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, and any right conferred upon the Members is subject to this reservation, which amendment or repeal shall only be effectuated by the unanimous written approval of all Members of the Company.

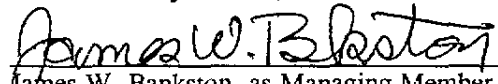
#### ARTICLE X - ADOPTION OF OPERATING AGREEMENT

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the business and affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, *Florida Statutes*.

#### ARTICLE XI - HEADINGS AND CAPTIONS

The headings or captions of these various Articles of Organization are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

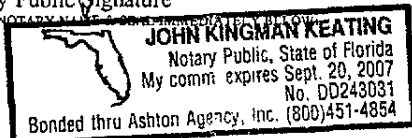
**IN WITNESS WHEREOF**, the undersigned authorized representative of the Members does hereby make and file these Articles of Organization declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 30<sup>th</sup> day of June, 2004.

  
James W. Bankston, as Managing Member

STATE OF FLORIDA  
COUNTY OF ORANGE

**I HEREBY CERTIFY**, as an officer duly authorized to take acknowledgments and oaths in the State and County aforesaid, that at the execution of this instrument on the date set forth below, James W. Bankston personally appeared before me and executed or acknowledged his previous execution of this instrument. **I HEREBY FURTHER CERTIFY**, that James W. Bankston, is the same person either executing or acknowledging execution of the foregoing instrument because: ☒ I personally know him/her/them OR ☐ I have satisfactory evidence of same based upon a ☐ Florida driver's license or ☐ Other identification: \_\_\_\_\_ **WITNESS** my hand and official seal in the State and County aforesaid this 30<sup>th</sup> day of June, 2004.

Notary Public Signature  
(PLACE NOTARY NAME AND SEAL IMMEDIATELY BELOW)



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**REGISTERED AGENT CERTIFICATE OF ACCEPTANCE**


In compliance with Section 608.407(1)(d), *Florida Statutes*, the following is submitted:

*Pinecastle Commerce Center, LLC* (the "Company") desiring to organize as a domestic limited liability company or qualify under the laws of the State of Florida has named and designated James W. Bankston as its Registered Agent to accept service of process within the State of Florida with its registered office located at 1321 Edgewater Drive, Suite 6, Orlando, Florida 32804.

**ACKNOWLEDGMENT**

Having been named as Registered Agent for the Company at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of that position as set forth in Chapter 608, *Florida Statutes*, as the same may apply to the Company.

DATED this 30<sup>th</sup> day of June, 2004.

  
James W. Bankston  
Registered Agent

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