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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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(Business Entity Name)

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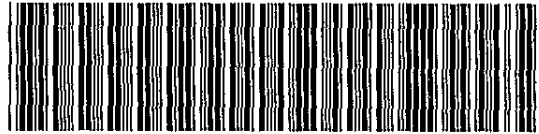
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LAW OFFICES
Singer & Associates

Bernard A. Singer, Esq.
Board Certified Tax Lawyer

FORT LAUDERDALE:
3107 Stirling Road
Suite 105
Fort Lauderdale, Florida 33312

BOCA RATON:
5100 Town Center Circle
Suite 430
Boca Raton, Florida 33486

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REPLY TO:
FORT LAUDERDALE OFFICE
200 OCT 5 P 2:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Barry S. Schinder, Esq.
Of Counsel

TELEPHONES:

Fort Lauderdale: (954) 985-8600
Boca Raton: (561) 347-0577
Miami: (305) 892-8512
Telecopier: (954) 985-8477

E-mail: BernieSinger@lawyer.com
BarrySchinder@lawyer.com

September 30, 2004

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

Re: Certificate of Conversion for Albar Family Enterprises, Ltd.
Document No. A99000000973

To Whom it May Concern:

The enclosed Certificate of Conversion to convert Albar Family Enterprises, Ltd. into a limited liability company and the Articles of Organization for Albar Family Enterprises, LLC are submitted for filing. Also enclosed is a check in the amount of \$150.00 to cover the filing fees.

Please return all correspondence concerning this matter to the following:

Bernard A. Singer, Esq.
Singer & Associates
3107 Stirling Road, Suite 105
Ft. Lauderdale, FL 33312

If you have any questions, please do not hesitate to contact me at 954-985-8600.

Very truly yours,



Bernard A. Singer, Esq.
BAS/II
encl.

W:\Miller, Alan\Albar Family Enterprises, LLC\Div. of Corp. ltr

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CERTIFICATE OF CONVERSION

2004 OCT -5 P 2: 13

Pursuant to section 608.439, Florida Statutes, the following unincorporated business entity of STATE
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:

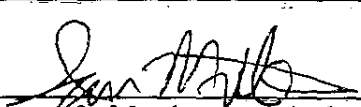
ALBAR FAMILY ENTERPRISES, LTD.

SECOND: The date on which and the jurisdiction in which the unincorporated business was first created or otherwise came into being are:

- A. Date: JUNE 16, 1999
B. Jurisdiction: FLORIDA
C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: _____

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

ALBAR FAMILY ENTERPRISES, LLC


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.)

Inn Miller
Typed or Printed Name of Signee

FILING FEES:

\$100.00 Filing Fee for Articles of Organization
\$ 25.00 Filing Fee for Registered Agent Designation
\$ 25.00 Filing Fee for Certificate of Conversion
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

(Note: Section 608.439, F.S., does not provide for a corporation to convert to a limited liability company.)

**ARTICLES OF ORGANIZATION OF
ALBAR FAMILY ENTERPRISES, LLC
A FLORIDA LIMITED LIABILITY COMPANY**

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2004 OCT -5 P 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being authorized to execute and file these Articles, hereby certifies
that:

ARTICLE I

The name of the Limited Liability Company is: ALBAR FAMILY ENTERPRISES,
LLC.

ARTICLE II

The mailing address and street address of the principal office of the Limited Liability
Company is: 7480 S.W. 15th Street, Plantation, Florida 33317

ARTICLE III

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

Bernard A. Singer, Esq. 3107 Stirling Road, Suite 105, Ft. Lauderdale, FL 33312

ARTICLE IV

The names and addresses of the Managing Members are:

Michelle A. Miller 212 Maryann Drive, Memphis, TN 38117

Seth A. Miller 7480 S.W. 15th Street, Plantation, FL 33317

Ian M. Miller 1707 Playermills Road, Franklin, TN 37067

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, F.S.


BERNARD A. SINGER, ESQ., Registered Agent

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 30th day of September, 2004.

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2004 OCT -5 P 2:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



BERNARD A. SINGER, ESQ., as authorized
representative for the Members

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.