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TRANSMITTAL LETTER

TO: Registration Section

Division of Corporations

SUBJECT: Americap Business Funding

The enclosed Articles of Organization and fees are submitted for filing.

Please return all correspondence concerning this matter to the following:

Michelle Seidl Americap Business Funding 922 SE 14th PL Cape Coral, FL 33990

For further information concerning this matter, please call:

Michelle Seidl at 239-573-9700 x 2

SECRETARY OF STATE
TALL AHASSEE, FLOR.



October 5, 2004

MICHELLE SEIDL AMERICAP BUSINESS FUNDING 922 SE 14TH PL CAPE CORAL, FL 33990

SUBJECT: AMERICAP BUSINESS FUNDING LLC

Ref. Number: W04000036688

We have received your document for AMERICAP BUSINESS FUNDING LLC and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 608.409(2), F.S., the effective date must be specific, cannot be more than five business days prior to the date of filing or more than 90 days after the date of filing. Our office received your document on October 1, 2004. Please amend your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Letter Number: 204A00057816

Diane Cushing Document Specialist

CERTIFICATE OF CONVERSION

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:			
Americap Business Funding.			
0			
SECOND: The date on which and the jurisdiction in which the unincorporated business was first			
created or otherwise came into being are:			
A. Date: 10/10/2002 Por Service From 20			
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 <u>attached</u> articles of			
organization is:			
Americap Business Funding UE :			
Michelle Bill			
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.)			
Michelle Seidl			
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 FOR FLORIDA LIMITED LIABILTY COMPANY

ARTICLE 1 - Name:

The name of the Limited Liability Company is:

Americap Business Funding, LLC.

ARTICLE II - Address:

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

Principal Office Address:

Americap Business Funding 922 SE 14th Place Cape Coral, FL 33990 Mailing Address;

Americap Business Funding 922 SE 14th Place Cape Coral, FL 33000 L

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

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

Michelle Seidl 1790 Whitecap Cir N. Fort Myers, FL 33903

Having been named as register 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 positions as registered agent as provided for in Chapter 608, Florida Statutes.

Registered Agent's Signature

ARTICLE IV - Manager(2) or Managing Member(2):

The name and address of each Manager or each Managing Member is as follows:

<u> Title:</u>	Name and Address:

"MGR" = Manager

"MGRM" = Managing Member

MGRM Milo Seidl

1790 Whitecap Cir N Fort Myers, FL 33903

MGRM Michelle Seidl

1790 Whitecap Cir N Fort Myers, FL 33903

ARTICLE V

The effective date for this company is October 01, 2004

REGISTERED SIGNATURE:

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 herein are true.

Michelle Seidl

Typed or printed name of signee