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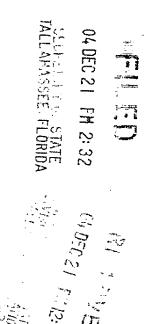
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CORPDIRECT AGENTS, INC. (formerly CCRS) 103 N. MERIDIAN STREET, LOWER LEVEL TALEAHASSEE, FL 32301 222-1173 FILING COVER SHEET ACCT. #FCA-14 **CONTACT:** TRICIA TADLOCK DATE: 12-21-04 **REF. #:** 0672.33092 CORP. NAME: MERIDIAN PARTNERS () ARTICLES OF DISSOLUTION () ARTICLES OF INCORPORATION () ARTICLES OF AMENDMENT () ANNUAL REPORT () TRADEMARK/SERVICE MARK () FICTITIOUS NAME () FOREIGN QUALIFICATION () LIMITED PARTNERSHIP () LIMITED LIABILITY () REINSTATEMENT () MERGER () WITHDRAWAL () CERTIFICATE OF CANCELLATION XX) OTHER: CONVERSION & LLC STATE FEES PREPAID WITH CHECK# 1308 FOR \$ 160.00. **AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:** COST LIMIT: \$___ PLEASE RETURN:

() CERTIFICATE OF GOOD STANDING

(XX) PLAIN STAMPED COPY

Examiner's Initials

() CERTIFIED COPY

(XX) CERTIFICATE OF STATUS

CERTIFICATE OF CONVERSION

Pursuant to Section 608.439, *Florida Statutes*, the following unincorporated entity hereby submits the attached Articles of Organization and this Certificate of Conversion to convert to a Florida limited liability company.

FIRST: The unincorporated entity operated under the name of MERIDIAN PARTNERS immediately prior to filing this Certificate of Conversion (the "Converting Entity").

SECOND: The Converting Entity was first formed on or about the 27th day of October, 1999 as a general partnership under the laws of the State of Florida.

THIRD: The Converting Entity shall be converted to a Florida limited liability company upon the filing of this Certificate and it shall operate under the name **MERIDIAN PARTNERS**, **LLC** as set forth in the attached Articles of Organization.

The undersigned executed this Certificate of Conversion on the / day of 2004.

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

ULSH ASSOCIATES, INC.,

a Florida corporation,

a Member

Walter II Baker President

ARTICLES OF ORGANIZATION OF MERIDIAN PARTNERS, LLC

- Name. The name of this limited liability company is MERIDIAN PARTNERS, LLC (the "Company"), and it shall be formed as a limited liability company under Chapter 608
- Duration. The Company shall exist from the date of filing of these Articles of Organization with the Florida Secretary of State, and the Company's existence shall be perpetual.
- Purpose. The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.
- Place of Principal Office. The mailing and street address of the Company's principal office is 8875 Hidden River Parkway, Suite 550, Tampa, Florida 33637.
- Registered Agent and Office. The name of the initial registered agent of the Company is Walter U. Baker. The street address of the initial registered agent of the Company is 8875 Hidden River Parkway, Suite 550, Tampa, Florida 33637.
- Management of the Company. The management of the Company shall be vested in the members of the Company.
- Operating Agreement. The members shall have the power to adopt, alter, amend, or repeal the Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

The undersigned executed these Articles of Organization on the / day of December, 2004. (In accordance with Section 608.408(3), Florida Statutes, the execution of these Articles constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

> ULSH ASSOCIATES, INC., a Florida corporation, a Member

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

WALTER U. BAKER

Dated: December 1991, 2004

of the laws of the State of Florida.