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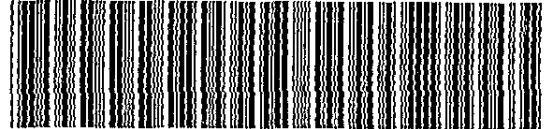
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OF COUNSEL
ROBERT M. SONDAK
MARK SCHWIMMER

January 22, 2005

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

Re: **Turnpike Center Associates, LLP**
Conversion to JAW Holdings, LLC
Our File No. 52-4 & 3600-1

Dear Sir/Madam:

Enclosed for filing is a Certificate of Conversion of Turnpike Center Associates, LLP into JAW Holdings, LLC. Once they have been filed, please provide us with a certified copy. Our check in the amount of \$180.00 is enclosed.

Very truly yours,


MARY W. KURLANSIK, Legal Assistant

MWK:olp

Enclosures

cc: Alfredo Camacho, CPA

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TALLAHASSEE, FLORIDA

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:

TURNPIKE CENTER ASSOCIATES LLP

6P030000 2069
LLP03000 2793

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

- A. Date: January 1, 1998
- B. Jurisdiction: Florida

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

JAW HOLDINGS, LLC


JOEL F. WYNNE, 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.)

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ARTICLES OF ORGANIZATION
OF
JAW HOLDINGS, LLC

ARTICLE I - NAME

The name of this Limited Liability Company is JAW Holdings, LLC.

ARTICLE II - EXISTENCE

The existence of this Company shall commence on the day of filing these Articles of Organization. The duration of the Company shall be perpetual.

ARTICLE III - PRINCIPAL OFFICE

The Company's principal office shall initially be located at 12804 SW 122nd Avenue, Miami, Florida 33186-6203. The Company's mailing address shall, initially, be located at the same address.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Company and the name of the initial registered agent of this Company at such address are as follows:

REGISTERED AGENT

Joel F. Wynne

STREET ADDRESS OF
REGISTERED OFFICE

8000 S. US 1, Suite 402
Port St. Lucie, Florida 34952

ARTICLE V - MANAGEMENT

The Company shall be a manager managed limited liability company. The initial managers of the Company shall be:

MANAGER

Joel F. Wynne

STREET ADDRESS

8000 S. US 1, Suite 402
Port St. Lucie, Florida 34952

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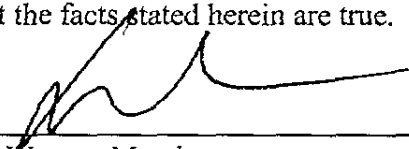
Eric P. Wynne

8000 S. US 1, Suite 402
Port St. Lucie, Florida 34952

Matthew L. Wynne

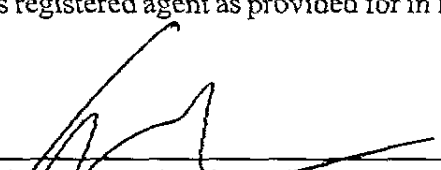
8000 S. US 1, Suite 402
Port St. Lucie, Florida 34952

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.



Joel F. Wynne, Member

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in these Articles of Organization, I hereby accept the appointment as registered agent and agree to act in that 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 Florida Statutes, Chapter 608.



Joel F. Wynne, Registered Agent

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