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APR 26, 2005 04:50:00 HARRIS, ROBINSON, SHACKLEFORD, FARRIOR NO. 010 Page 1 of 1

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LIMITED LIABILITY COMPANY
AUSTIN DEVELOPMENT COMPANY, LLC

Certificate of Status	1
Certified Copy	0
Page Count	103
Estimated Charge	\$130.00

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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: AUSTIN DEVELOPMENT COMPANY, a Florida general partnership

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

- A. Date: December 5, 1968
- B. Jurisdiction: Florida
- C. If different from the above noted jurisdiction, the jurisdiction immediately Prior to its conversion: N/A.

THIRD: The name of the limited liability company as set forth in the attached articles of organization is: AUSTIN DEVELOPMENT COMPANY, 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.)

PRINTED NAME OF SIGNEE:

Alfred S. Austin, as Trustee of the Alfred S. Austin Revocable Trust
w/a dated 10/29/1975, Member

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**ARTICLES OF ORGANIZATION
OF
AUSTIN DEVELOPMENT COMPANY, LLC**

1. Name. The name of this limited liability company is **Austin Development Company, LLC** (the "Company"), and it shall be formed as a limited liability company under Chapter 608 of the laws of the State of Florida.

2. 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.

3. 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.


4. Place of Business. The mailing address and street address of the Company's principal office is 1211 N. Westshore Blvd., Suite 700, Tampa, Florida 33607

5. Registered Agent and Office. The name of the initial registered agent of the Company is Alfred S. Austin. The street address of the initial registered agent of the Company is 1211 N. Westshore Blvd., Suite 700, Tampa, Florida 33607.

6. Management of the Company. The Company shall be managed by one or more managers in accordance with the Operating Agreement adopted by the members.

7. Operating Agreement. The members shall have the power to adopt, alter, amend, or repeal the Operating Agreement of the Company in accordance with the provisions of such agreement.

The undersigned executed these Articles of Organization on the 26TH day of April, 2005.


ALFRED S. AUSTIN, as Trustee of the
Alfred S. Austin Revocable Trust, u/a
dated October 29, 1975, 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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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, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.



Alfred S. Austin

Dated: April 26, 2005.

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