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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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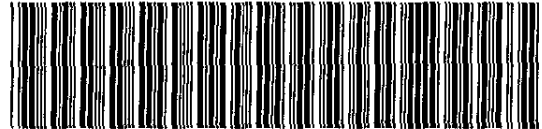
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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05/24/05--01007--006 **125.00

06/09/05--01009--003 **25.00

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05 JUN -9 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W 06/09/05

8p

DAVID B. PLEAT*
AMY A. PERRY**†

CHRISTOPHER H. McELROY
WM. J. "WEST" RITCHIE
SARAH R. HAMILTON

*Also Admitted In D.C. & MD.
**Also Admitted In GA.
†Supreme Court Certified Mediator



PLEAT & PERRY, P.A.
• ATTORNEYS AT LAW •

4477 LEGENDARY DRIVE
SUITE 202
DESTIN, FLORIDA 32541
850.650.0599
FAX 850.650.4402
law@pleat.coxatwork.com

May 19, 2005

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: Certificate of Conversion and Articles
of Organization of Weiner Investments, LLC

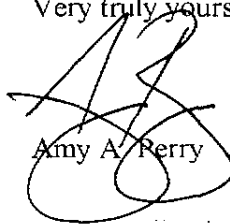
W05-27211

Dear Sir or Madam:

Enclosed are the original Certificate of Conversion and Articles of Organization of Weiner Investments, LLC and our firm Check No. 6766 in the amount of \$125.00 to cover the costs of filing the Certificate of Conversion and Articles of Organization.

Please feel free to call me if you have any questions.

Very truly yours,


Amy A. Perry

AAP/kmb
Enclosures
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FILED
05 JUN -9 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 2, 2005

AMY A. PERRY
PLEAT & PERRY, P.A.
4477 LEGENDARY DRIVE, SUITE 202
DESTIN, FL 32541

SUBJECT: WEINER INVESTMENTS, LLC
Ref. Number: W05000027211

We have received your document for WEINER INVESTMENTS, LLC and check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$25.00. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

We are enclosing our blank form for your reference.

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) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 305A00038968

RECEIVED
DEPT. OF STATE
TALLAHASSEE, FLORIDA

05 JUN -9 PM 1:11

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DAVID B. PLEAT*
AMY A. PERRY** †

CHRISTOPHER H. McELROY
WM. J. "WEST" RITCHIE
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law@pleat.coxatwork.com

June 7, 2005

Via Federal Express

Florida Department of State
Division of Corporations
Attn: Lee Rivers, Document Specialist
Post Office Box 6327
Tallahassee, FL 32314

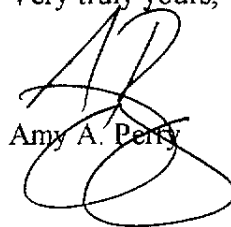
RE: Certificate of Conversion and Articles
of Organization of Weiner Investments, LLC

Dear Mr. Rivers:

Pursuant to your letter dated June 2, 2005 regarding Weiner Investments, LLC, please find and our firm Check No. 6844 in the amount of \$25.00 to cover the additional costs of designating a registered agent, along with the original Certificate of Conversion, Articles of Organization and Certificate of Designation of Registered Agent/Registered Office.

Please feel free to call me if you have any questions.

Very truly yours,


Amy A. Perry

AAP/kmb
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

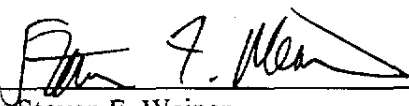
CERTIFICATE OF CONVERSION

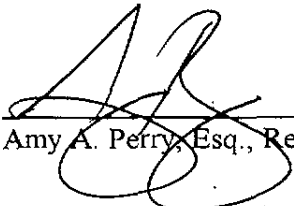
Pursuant to Florida Statutes §608.439, the following incorporated business entity hereby submits the attached Articles of Organization and this Certificate of Conversion to convert to a Florida limited liability company and certifies the following:

1. The name of the business immediately prior to the filing of this document was WEINER INVESTMENTS, LLC;
2. The date on which business was first created or otherwise came into being was April 2, 2004. The jurisdiction in which the business was first created was Thomas County, Georgia; and
3. The name of the limited liability company as set forth in the attached Articles of Organization is WEINER INVESTMENTS, LLC.
4. The conversion shall be effective upon the filing of this, the Certificate of Conversion.

In accordance with Florida Statutes §608.439, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

WEINER INVESTMENTS, LLC


By: Steven F. Weiner
Its: Member


Amy A. Perry, Esq., Registered Agent

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05 JUN -9 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
WEINER INVESTMENTS, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge and file the following Articles of Organization.

**ARTICLE I
NAME**

The name of the limited liability Company shall be WEINER INVESTMENTS, L.L.C. ("Company").

**ARTICLE II
ADDRESS**

The mailing address of the principal office of the Company shall be P.O. Box 611479, Rosemary Beach, FL 32461. The street address of the principal office of the Company shall be 82 South Barrett Square, 2E Mercado, Rosemary Beach, FL 32461.

**ARTICLE III
DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate not later than thirty (30) years from the date these documents are filed with the Secretary of the State of Florida, unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The registered agent of the company in the State of Florida is Amy A. Perry, Esq., whose street address is 4477 Legendary Drive, Suite 202, Destin, Florida 32541.



Amy A. Perry, Esq.

**ARTICLE V
ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the Company except with the written consent of the Managing Manager of the Company and on such terms and conditions as shall be determined by all of the Members. A Member may transfer his or her interest in the Company only as set forth in the Articles of Organization and the Operating Agreement of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a Member unless the Managing Member of the Company (other than the member proposing to dispose of his/her interest) approves of the proposed transfer by unanimous written consent.

**ARTICLE VI
TERMINATION OF EXISTENCE**

The Company shall be dissolved in accordance with the provisions of its Operating Agreement, or on the occurrence of any other event that terminates the continued membership of a Member in the Company, unless the business of the Company is continued by the consent of the Managing Member, provided there are at least two remaining Members.

**ARTICLE VII
MANAGEMENT**

The Company shall be managed by a Managing Member in accordance with the Operating Agreement adopted by the Members for the management of the business and affairs of the Company. The Company shall be a manager-managed company. The Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the initial Managing Member of the Company is Steven F. Weiner, P.O. Box 611479, Rosemary Beach, FL 32461. The Managing Member of the Company must also be a Member of the Company.

IN WITNESS WHEREOF, the undersigned Organizers have made and subscribed these Articles of Organization at Destin, Okaloosa County, Florida, on this 19th day of May, 2005.

WEINER INVESTMENTS, LLC

Steven F. Weiner
By: Steven F. Weiner
Its: Managing Member

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME the undersigned authority, personally appeared STEVEN F. WEINER who is personally known to me and who are to me well known to be the persons described in and who subscribed the above Articles of Organization and who did freely and voluntarily acknowledge before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, at the above County and State this 19th day of May, 2005.

Kellyanne M. Bartleson
Notary's Name: Kellyanne M. Bartleson
Notary Public, State of Florida

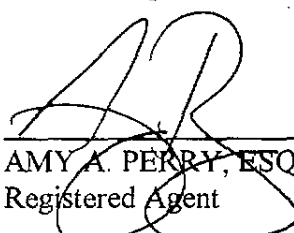


**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

Under the provisions of Fla. Stat. § 608.414 or 608.507, WEINER INVESTMENTS, LLC,
submits the following statement to designate a registered office and Registered Agent in the State of
Florida:

1. The name of the limited liability company is WEINER INVESTMENTS, LLC.
2. The name and street address of the registered agent in Florida is: Amy A. Perry, Esq.,
Pleat & Perry, P.A., 4477 Legendary Drive, Suite 202, Destin, Florida 32541.

The undersigned, being the person named in the Articles of Organization of WEINER INVESTMENTS, LLC as the Registered Agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the Articles of Organization, and accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of her duties and is familiar with and accepts the obligations of the position of Registered Agent.



AMY A. PERRY, ESQ.
Registered Agent