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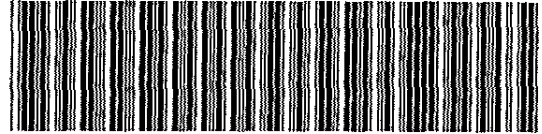
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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: J.A. LASORSA + ASSOCIATES, LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

STEVEN HELIER
(Name of Person)

SBC FINANCIAL SERVICES INC
(Firm/Company)

123 NW 13th STREET SUITE 21406
(Address)

BOCA RATON, FLORIDA 33432
(City/State and Zip Code)

For further information concerning this matter, please call:

Steve Helier at (561) 715-9200
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|---|---|---|
| <input type="checkbox"/> \$125.00 Filing Fee | <input type="checkbox"/> \$130.00 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$155.00 Filing Fee &
Certified Copy
(additional copy is enclosed) | <input type="checkbox"/> \$160.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed) |
|--|---|---|---|

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

05 JUN -6 PM 3:1

FILED

J.A. LASORSA & ASSOCIATES, LLC
1390 S. FEDERAL HIGHWAY
POMPANO BEACH, FL 33062
(954)783-5020

May 31, 2005

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE:M05000001716 and attachments

Dear Sir or Madam:

I hereby attach a certificate of conversion which will make my foreign LLC a Florida LLC along with the attached articles of organization for J.A. Lasorsa & Associates, LLC.

The attached check for \$150 should cover this as per your office.

Should you have any questions or need additional information, please don't hesitate to contact me.

Please process accordingly.

Sincerely yours,
J.A. Lasorsa & Associates, LLC.


Joseph A. LaSorsa
Managing Member

RECEIVED
05 JUN -6 PM 3:42
TALLAHASSEE, FL
DIVISION OF CORPORATIONS

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:

J. A. LASORSA & ASSOCIATES, LLC.

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

- A. Date: 3/29/2002
- B. Jurisdiction: NEVADA
- 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 attached articles of organization is:

J. A. LASORSA & ASSOCIATES, 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.)

JOSEPH A. LASORSA

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 LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

J. A. LASORSA & ASSOCIATES LLC

ARTICLE II - Address:

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

Principal Office Address:

Mailing Address:

1390 S. FEDERAL HIGHWAY
POMPANO BEACH, FL 33062

1390 S. FEDERAL HIGHWAY
POMPANO BEACH, FL 33062

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

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

JOSEPH A. LASORSA

Name

1390 S. FEDERAL HIGHWAY

Florida street address (P.O. Box **NOT** acceptable)

POMPANO BEACH, FL 33062

City, State, and Zip

Having been named as registered 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 position as registered agent as provided for in Chapter 608, F.S.,


Registered Agent's Signature

(CONTINUED)

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

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

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGRM

JOSEPH A. LAJORSA
1390 S. FEDERAL HIGHWAY
POMPANO BEACH, FL 33062

(Use attachment if necessary)

NOTE: An additional article must be added if an effective date is requested.

REQUIRED 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 stated herein are true.)

JOSEPH A. LAJORSA

Typed or printed name of signee

Filing Fees:

- \$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent
- \$ 30.00 Certified Copy (Optional)
- \$ 5.00 Certificate of Status (Optional)

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