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DATE: 08-22-05

NAME: TRIAD LAND PARTNERSHIP, LLC

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TYPE OF FILING: CONVERSION / ARTICLES

COST: CHECK # 1624 FOR \$155.00 IS ATTACHED.

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Glenda E. Hood
Secretary of State

August 23, 2005

FLORIDA FILING & SEARCH

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SUBJECT: TRIAD LAND PARTNERSHIP, LLC
Ref. Number: W05000039521

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We have received your document for TRIAD LAND PARTNERSHIP, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$155.00 payment.

Florida LLC's cannot use the word "partnership" in their names.,

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) 245-6914.

Buck Kohr
Document Specialist

Letter Number: 205A00053176

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Cathy Dentl

0005

FAX NO. :

Aug. 21 2002 12:31PM P1
0001

FROM :

08/18/05 FRI 14:15 FAX 7724642484

Cathy Dentl

CERTIFICATE OF CONVERSION

EFFECTIVE DATE
8/19/05

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

Triad Land 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: 5/19/2003
- B. Jurisdiction: Florida
- C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its

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

Triad Land, LLC

Daniel A. Howell 8/19/05
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.)

Daniel A. Howell
~~Witness or Notary Public in fact for Scott S. Coenen~~
Typed or Printed Name of Signer

(Note: Section 608.439, F.S., does not provide for a corporation to convert to a limited liability company.)

ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
Triad Land, LLC

Article II. Address

The Company's street and mailing address is:
Triad Land, LLC
945 Wagner Place
Fort Pierce FL 34982

Article III. Registered Agent

The name and street address of the Company's registered agent is:
Fox Rothschild LLP
250 Australian Avenue South, Suite 1100
West Palm Beach FL 33401

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

William Siegel, Esq. | FL Bar Member
Fox Rothschild LLP
250 Australian Avenue South, Suite 1100
West Palm Beach FL 33401
561-835-9600

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Article V. Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

Article VI. Management

This will be a member-managed company. The name and address of each member is:

DANIEL A. HOWELL
945 Wagner Place Fort Pierce FL 34982
SCOTT S. CRIPPEN
945 Wagner Place Fort Pierce FL 34982
WILLIAM KIMBERLIN
945 Wagner Place Fort Pierce FL 34982

Article VII. Company Existence

The Company's existence shall begin effective as of 8/19/2005.

The undersigned authorized representative of a member executed these Articles of Organization on 8/19/2005.



WILLIAM SIEGEL, ESQ.

by D. Stoutt as attorney-in-fact

William Siegel, Esq. | FL Bar Member
Fox Rothschild LLP
250 Australian Avenue South, Suite 1100
West Palm Beach FL 33401
561-835-9600

STATEMENT OF REGISTERED AGENT

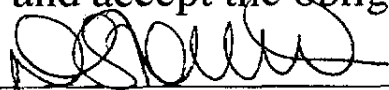
LIMITED LIABILITY COMPANY:

Triad Land, LLC

REGISTERED AGENT/OFFICE:

Fox Rothschild LLP
250 Australian Avenue South, Suite 1100
West Palm Beach FL 33401

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



FOX ROTHSCHILD LLP
by D. Stoutt as attorney-in-fact

Date: 8/19/2005.

William Siegel, Esq. | FL Bar Member
Fox Rothschild LLP
250 Australian Avenue South, Suite 1100
West Palm Beach FL 33401
561-835-9600