

L05000092813

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

L05-92813

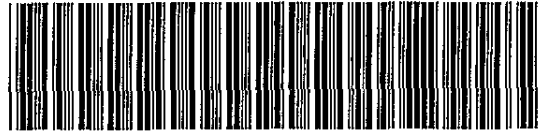
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TALLAHASSEE FLORIDA

WINDERWEEDLE, HAINES,
WARD & WOODMAN, P.A.

ATTORNEYS AT LAW

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M. Deborah Fricke
Corporate Paralegal
Direct Dial: (407) 246-8678
E-mail: dfricke@whww.com

September 13, 2005

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

VIA FEDERAL EXPRESS

Re: Knightware L.L.C.

To Whom It May Concern:

Enclosed please find an original fully executed Certificate of Conversion for the above-referenced entity. We are enclosing our check no.18541 in the amount of \$180.00 to cover the costs for filing same (\$100 filing fee for Articles of Organization; \$25 filing fee for Certificate of Conversion; and \$30 for certified copy). Please return the certified copy to my attention in the enclosed self-addressed stamped envelope.

Should you have any questions regarding this matter, please do not hesitate to call me.

Sincerely,



M. Deborah Fricke
Corporate Paralegal

mdf/cc

Enclosures (3)

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:


KNIGHTWARE L.L.C.

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

- A. Date: February 25, 2002
- B. Jurisdiction: Delaware
- 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:

KNIGHTWARE, L.L.C.


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.)

Robert Knight

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.)

ACTION BY CONSENT
BY MEMBERS OF
KNIGHTWARE L.L.C.

The undersigned, being all of the Members of KNIGHTWARE L.L.C., a Delaware limited liability company (the "Company") hereby consent to the following action and direct the Manager of the Company to take all necessary acts to effectuate such action:

1. The conversion of the Company from a Delaware limited liability company to a Florida limited liability company in accordance with the provisions of the Certificate of Conversion attached hereto as Exhibit "A" is hereby approved. The conversion shall become effective on the date of filing of the Certificate of Conversion with the Florida Department of State, Division of Corporations.

2. The Articles of Organization attached hereto as Exhibit "B" are hereby approved and adopted as the Articles of Organization of the Company. The Articles of Organization shall become effective on the date of the filing of same with the Florida Department of State, Division of Corporations.

Execution of this Action by Consent by the undersigned, being all of the Members of the Company, waives any requirement of a formal meeting to conduct the business referred to herein.

Dated as of the 25 day of August, 2005.



ROBERT KNIGHT, Member



KIMBERLY KNIGHT, Member

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
FOR
KNIGHTWARE L.L.C.**

A FLORIDA LIMITED LIABILITY COMPANY

The undersigned, acting as the organizer of KNIGHTWARE L.L.C., under the Florida Limited Liability Company Act, Chapter 608, Fla. Stat., adopts the following Articles of Organization:

**ARTICLE I
NAME**

The name of the limited liability company is KNIGHTWARE L.L.C..

**ARTICLE II
INITIAL PRINCIPAL OFFICE**

The street address and mailing address of the initial principal office of this Company is 1375 Alberta Drive, Winter Park, Florida 32789.

**ARTICLE III
REGISTERED OFFICE ADDRESS,
INITIAL REGISTERED AGENT**

The address of the initial registered office of this Company is 250 Park Avenue South, 5th floor, Winter Park, Florida 32789, and the name of the initial registered agent of this Company at that address is W. Graham White.

**ARTICLE IV
DURATION**

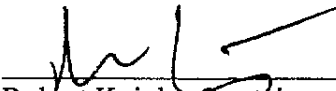
The Company's existence shall commence upon the acceptance of these Articles of Organization by the Secretary of State, and it shall exist perpetually thereafter unless dissolved according to law or the Company's Operating Agreement.

**ARTICLE V
MANAGEMENT**

The Company shall be managed by one or more managers as provided in the Company's Operating Agreement. The initial managers are Robert Knight and Kimberly Knight.

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TALLAHASSEE FLORIDA

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as of the 25 day of August, 2005.


Robert Knight, Organizer

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

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 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 in Chapter 608, Fla. Stat.


W. Graham White