

L05000123623

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

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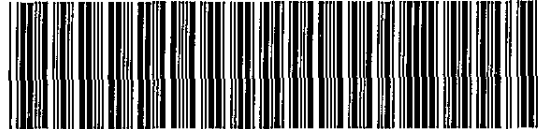
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TALLAHASSEE, FLORIDA

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CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: ED

DATE: 12/30/05

REF. #: 0195.46154

CORP. NAME: MPEMS INVESTMENTS - VERO BEACH, LLC

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- | | | |
|---|---|---|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input checked="" type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input checked="" type="checkbox"/> OTHER: CONVERSION | | |

STATE FEES PREPAID WITH CHECK# 515618 FOR \$ 180.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

**CERTIFICATE OF CONVERSION OF UNINCORPORATED BUSINESS
INTO MPEMS INVESTMENTS - VERO BEACH, LLC
UNDER FLORIDA STATUTES § 608.439**

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TALLAHASSEE, FLORIDA

It is hereby certified that:

1. MALVINDER S. MAKHNI and PARVEEN B. MAKHNI, husband and wife (the "Owner"), first established their unincorporated business in 2000;
2. The name under which the business entity operated immediately prior to the filing of this Certificate of Conversion was that of the owner (the "Business");
3. Notwithstanding the fact that the real property situate in Indian River County, Florida more specifically described in Exhibit "A" attached hereto and made a part hereof (the "Real Property") was held of record in the name of MALVINDER S. MAKHNI and PARVEEN B. MAKHNI, such Real Property was operated as a part of the Business, and treated in all respects as the property of the Business;
4. The name of the limited liability company into which the unincorporated business is converting, as set forth in the Articles of Organization filed of even date herewith, is MPEMS INVESTMENTS - VERO BEACH, LLC;
5. The effective date of this conversion to MPEMS INVESTMENTS - VERO BEACH, LLC shall be the filing date of this certificate; and
6. Upon the filing of the Articles of Organization and this Certificate of Conversion, pursuant to the provisions of Florida Statutes Section 608.439(6), the Real Property shall vest by operation of law in MPEMS INVESTMENTS - VERO BEACH, LLC, a Florida limited liability company.

Dated: This 29th day of December, 2005.

MPEMS INVESTMENTS - VERO BEACH, LLC,
a Florida limited liability company

By: M. S. Makhni
Malvinder S. Makhni, Manager

EXHIBIT "A"

LEGAL DESCRIPTION

Dwelling Unit D-3J, SOUTH COVE, a Condominium, according to the Declaration of Condominium recorded in Official Records Book 488, Page 635, and all exhibits and amendments thereto, Public Records of Indian River County, Florida, TOGETHER WITH Storage Space S-3J and Covered Parking Space Unit P-20.

**ARTICLES OF ORGANIZATION
OF
MPEMS INVESTMENTS - VERO BEACH, LLC**

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TALLAHASSEE, FLORIDA

The undersigned, acting as organizer of this limited liability company pursuant to Chapter 608 of the Florida Statutes, hereby forms a limited liability company under the laws of the State of Florida and adopts the following Articles of Organization for such limited liability company:

ARTICLE I - NAME OF COMPANY

The name of the limited liability company is MPEMS INVESTMENTS - VERO BEACH, LLC (the "Company").

ARTICLE II - PRINCIPAL OFFICE

The street address, and the mailing address, of the principal office of the Company is 1480 Ocean Drive, Apt. D 3J, Vero Beach, Florida 32963.

ARTICLE III - PERIOD OF DURATION

This Company shall exist perpetually.

ARTICLE IV - REGISTERED AGENT AND REGISTERED OFFICE

The street address of the initial registered office of the Company in the State of Florida is 1480 Ocean Drive, Apt. D 3J, Vero Beach, Florida 32963. The name of the registered agent of the Company at that address is MALVINDER S. MAKHNI.

ARTICLE V - MANAGEMENT

The Company is to be a manager-managed company. The name and address of the initial manager of the Company is MALVINDER S. MAKHNI, 1480 Ocean Drive, Apt. D 3J, Vero Beach, Florida 32963.

ARTICLE VI - EFFECTIVE DATE

The effective date of these Articles of Organization, and the beginning of the existence of the Company, shall be the date of filing of these Articles of Organization with the Florida Department of State.

The undersigned member has made and subscribed these Articles of Organization this 29th day of December, 2005.



Malvinder S. Makhni, Member

STATEMENT OF ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above referenced limited liability company, at the place designated in the foregoing Articles of Organization, I hereby accept such appointment and agree to act in such capacity. I further agree to comply with the provisions of all statutes relevant to the proper and complete performance of the duties of a registered agent, and I am familiar with, and accept the duties and obligations of, Section 608.415 of the Florida Statutes.



Malvinder S. Makhni

Date: December 29, 2005