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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

(Document Number)

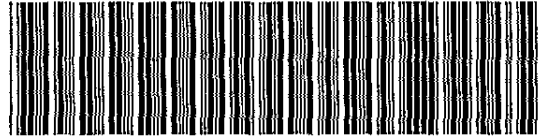
Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

*Handwritten signature and date: 1/11*

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TALLAHASSEE, FLORIDA

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**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Douglas Entree, LLC.  
(Name of Resulting Florida Limited Company)

The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 608.439, F.S.

Please return all correspondence concerning this matter to:

Stephen J. LaFreniere  
(Contact Person)  
c/o Quest Company of Central Florida, Inc.  
(Firm/Company)  
1180 Spring Centre Blvd., S., Suite 102  
(Address)  
Altamonte Springs, FL 32714  
(City, State and Zip Code)

For further information concerning this matter, please call:

Stephen J. LaFreniere at ( 407 ) 786-4001  
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$150.00 Filing Fees (\$25 for Conversion & \$125 for Articles of Organization)     \$155.00 Filing Fees and Certificate of Status     \$180.00 Filing Fees and Certified Copy     \$185.00 Filing Fees, Certified Copy, and Certificate of Status

**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

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

**Certificate of Conversion**  
For  
**"Other Business Entity"**  
Into  
**Florida Limited Liability Company**

This Certificate of Conversion **and attached Articles of Organization** are submitted to convert the following **"Other Business Entity"** into a **Florida Limited Liability Company** in accordance with s.608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

Douglas Entree Partners GPO560003164  
(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a general partnership  
(Enter entity type. Example: corporation, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Florida  
(Enter state, or if a non-U.S. entity, the name of the country)

on 7/1/1992  
(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

N/A

4. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:

Douglas Entree, LLC.  
(Enter Name of Florida Limited Liability Company)

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AND  
FILED

5. If not effective on the date of filing, enter the effective date: \_\_\_\_\_  
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

Signed this 5<sup>th</sup> day of January 2006

Signature of Authorized Person: 

Printed Name: Stephen J. LaFreniere Title: Manager

**Fees:**

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

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**ARTICLES OF ORGANIZATION FOR  
DOUGLAS ENTREE, LLC.**

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 DOUGLAS ENTREE, LLC. ("Company").

**ARTICLE II - Address:**

The mailing address and street address of the principal office of the Company shall be:

1180 Spring Centre Blvd., S., Suite 102, Altamonte Springs, Fl 32714

**ARTICLE III - Duration:**

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State, or as of the commencement date of the "other entity" pursuant to Section 608.439, Florida Statutes, whichever is earlier. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these Articles of Organization or the Regulations of the Company.

**ARTICLE IV - Registered Office and Agent:**

The name and street address of the Registered Agent of the Company in the State of Florida shall be:

STEPHEN J. LAFRENIERE  
1180 Spring Centre Blvd., S., Suite 102  
Altamonte Springs, Fl 32714

**ARTICLE V - Membership Interests:**

The manager of the Company has no authority to establish additional classes or series of membership interests in this Company without the approval of the members each of which hold a 50% interest.

**ARTICLE VI - Management:**

The Company shall be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are as follows:

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TALLAHASSEE, FLORIDA

Manager

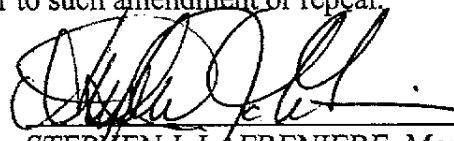
STEPHEN J. LAFRENIERE  
1180 Spring Centre Blvd., S., Suite 102  
Altamonte Springs, FL 32714

**ARTICLE VII - Regulations:**

The managers of the Company shall have the power to adopt, alter, amend or repeal the Regulations of the Company.

**ARTICLE VIII - Indemnification:**

No manager, officer or managing member of this Company shall be personally liable to the Company or its members for monetary damages for breach of fiduciary duty by such managing member, manager or officer as a managing member, manager or officer; provided, however, that this Article shall not eliminate or limit the liability of a managing member, manager or officer to the extent provided by applicable law (i) for any breach of the managing member, manager or officer's duty of loyalty to the Company or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Sections 608.4362 or 608.4363 of the Florida Statutes, or (iv) for any transaction from which the managing member, manager or officer derived an improper personal benefit. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any managing member, manager or officer of the Company for or with respect to any acts or omissions of such managing member, manager or officer occurring prior to such amendment or repeal.



STEPHEN J. LAFRENIERE, Manager of  
DOUGLAS ENTREE, LLC.

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

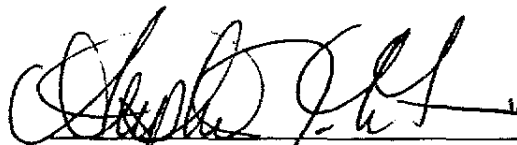
1. The name of the limited liability company is:

DOUGLAS ENTREE, LLC.

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

STEPHEN J. LAFRENIERE  
1180 Spring Centre Blvd., S., Suite 102  
Altamonte Springs, Fl 32714

*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.*

  
STEPHEN J. LAFRENIERE

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