

L06000013339

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

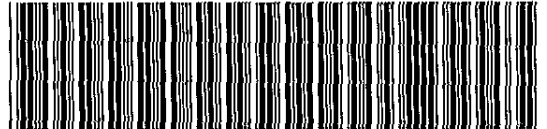
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 852807 4326591

AUTHORIZATION

COST LIMIT : \$ 210.00

FILED
2006 FEB - 6 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : February 6, 2006

ORDER TIME : 12:23 PM

ORDER NO. : 852807-025

CUSTOMER NO: 4326591

DOMESTIC FILING

CONVERSION OF OTHER BUSINESS ENTITY INTO A
FLORIDA LLC

NAME: TELANTIS VENTURE PARTNERS
VIII, LLC

EFFECTIVE DATE:

XX___ CERTIFICATE OF CONVERSION

XX___ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (2)_ CERTIFIED COPY

CONTACT PERSON: Troy Todd - EXT. 2940

EXAMINER'S INITIALS: _____

25
125
60

CERTIFICATE OF CONVERSION
FOR
TELANTIS VENTURE PARTNERS V, INC.,
a Delaware corporation,
INTO
TELANTIS VENTURE PARTNERS VIII, LLC
a Florida limited liability company

FILED
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TALLAHASSEE, FLORIDA

F97000004321

This Certificate of Conversion and attached Articles of Organization are submitted to convert TELANTIS VENTURE PARTNERS V, INC., a Delaware corporation, into TELANTIS VENTURE PARTNERS VIII, LLC, a Florida Limited Liability Company in accordance with 608.439, Florida Statutes:

1 The name of this corporation immediately prior to the filing of this Certificate of Conversion ("Certificate") is:

Telantis Venture Partners V, Inc.

2 The business entity immediately prior to the filing of this Certificate is a corporation, which was first organized, formed and incorporated under the jurisdiction and laws of the State of Delaware on June 19, 1997.

3 The jurisdiction of this corporation immediately after the filing of this Certificate is changed, and the state under the laws of which it is now organized, formed or incorporated is the State of Florida.

4 The business entity immediately after the filing of this Certificate is a Limited Liability Company.

5 The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is

Telantis Venture Partners VIII, LLC

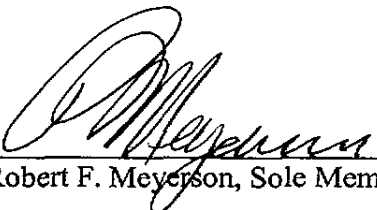
6 The conversion has been approved in accordance with Section 266 of the General Corporation Law of the State of Delaware, and Section 607.439, Florida Statutes.

7 The corporation may be served with process in the State of Delaware in any action, suit or proceeding for enforcement of any obligation of the corporation arising while it was a corporation of the State of Delaware, and that it irrevocable appoints the Secretary of State as its agent to accept service of process in any such action, suit or proceeding.

8 The mailing address to which a copy of the process shall be mailed to by the State of State of Delaware is 791 Wye Road, Akron, Ohio 44333, and the street address in the State of Florida is 345 Chancery, Naples, Florida 34110.

9 The effective date of filing of this Certificate of Conversion shall be the date of filing with the Departments of State of the States of Delaware and Florida.

Signed this 31st day of January, 2006.


Robert F. Meyerson, Sole Member

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
TELANTIS VENTURE PARTNERS VIII, LLC**

I hereby file these Articles of Organization as the sole member of the limited liability company to be formed pursuant to these Articles of Organization and the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the limited liability company to be formed hereunder is "TELANTIS VENTURE PARTNERS VIII, LLC".

**ARTICLE II
MAILING ADDRESS AND STREET ADDRESS**

The mailing address of the limited liability company is 791 Wye Road, Akron, Ohio 44333, and the street address of the principal office of the limited liability company is 345 Chancery, Naples, Florida 34110.

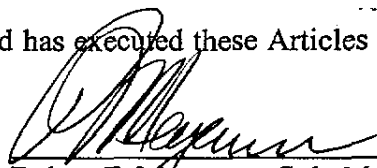
**ARTICLE III
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the limited liability company's initial registered office in Florida is 501 E. Kennedy Blvd., Suite 1700, Tampa, FL 33602, and the name of its initial registered agent is E. Jackson Boggs.

**ARTICLE IV
EFFECTIVE DATE**

The effective date of filing of these Articles of Organization shall be the date of filing with the Department of State of the State of Florida.

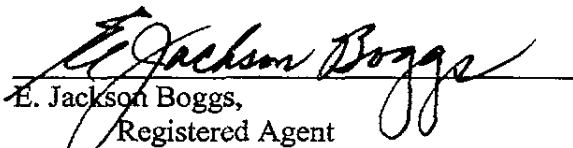
IN WITNESS THEREOF, the undersigned has executed these Articles of Organization this 31st day of January, 2006.


Robert F. Meyerson, Sole Member

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of Telantis Venture Partners VIII, LLC, the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes Section 608.415 and is herewith simultaneously designated as registered agent.

Executed this 31st day of January, 2006.


E. Jackson Boggs,
Registered Agent

#1797578v1