

L060000014944

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

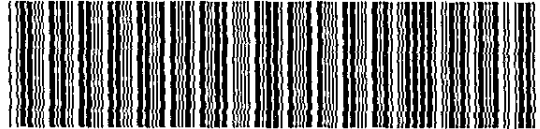
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Certified Copies _____ Certificates of Status _____

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FILED
2006 FEB 10 PM 2:33
TALLAHASSEE, FLORIDA

RECEIVED
06 FEB 10 AM 10:53
STATE
CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN FEB 10 2006



CORPORATION SERVICE COMPANY'

ACCOUNT NO. : 072100000032

REFERENCE : 862657 4326591

AUTHORIZATION :

COST LIMIT : \$ 187

ORDER DATE : February 10, 2006

ORDER TIME : 9:31 AM

ORDER NO. : 862657-020

CUSTOMER NO: 4326591

DOMESTIC FILING

NAME: TELANTIS GROUP, LLC

EFFECTIVE DATE:

____ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
XXX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY -2 COPIES
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis - EXT. 2926

EXAMINER'S INITIALS: _____

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2006 FEB 10 PM 2:33
TALLAHASSEE, FLORIDA

**CERTIFICATE OF CONVERSION
FOR
TELANTIS GROUP CORPORATION,
a Florida corporation,
INTO
TELANTIS GROUP, LLC,
a Florida limited liability company**

FILED
2006 FEB 10 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
797000055210

This Certificate of Conversion is submitted to convert TELANTIS GROUP CORPORATION, a Florida corporation, into TELANTIS GROUP, 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 Group Corporation

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 Florida on June 23, 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.

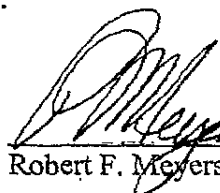
5 The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is

Telantis Group, LLC

6 The conversion has been approved in accordance with Section 608.439, Florida Statutes.

7. The effective date of filing of this Certificate of Conversion shall be the date of filing with the Department of State, of the State of Florida.

Signed this 1st day of February, 2006.


Robert F. Meyerson, Sole Member

**ARTICLES OF ORGANIZATION
OF
TELANTIS GROUP, LLC**

FILED
2006 FEB 10 PM 2:33
DIVISION OF CORPORATE & STATUTE
TALLAHASSEE, FLORIDA

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 GROUP, 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 of these Articles of Organization 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 Group, 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 9th day of Feb., 2006.


E. Jackson Boggs,
Registered Agent

#1797578v1

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2006 FEB 10 PM 2:33
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA