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#### KRASNY AND DETTMER

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ABOARD CERTIFIED IN TAXATION

TALSO CERTIFIED PUBLIC ACCOUNTANT

ADMITTED COLORADO BAR

February 7, 2006

Department of State Division of Corporations Corporate Filings P.O. Box 6327 Tallahassee, FL 32314

Re:

Robert Parry Hay, LLC

Dear Sir or Madam:

This is to enclose a Certificate of Conversion and Articles of Organization for the above referenced limited liability company. Also enclosed is our check # 28007 in the amount of \$180.00 to cover the filing fees. Upon completion, please forward the certified copies to this office at the above address.

Thank you for your attention to this matter, and please call if you need anything further.

Very truly yours,

KRASMY AND DETTMER

Debra Campos, Legal Asistant

To Dale A. Dettmer

/dc

Enclosures

DIVISION OF CLERCIA 193

#### 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:

- 1.0 The name of the unincorporated business immediately prior to the filing of this Certificate of Conversion was Robert P. Hay, a sole proprietorship ("Proprietorship").
- 2.0 Robert P. Hay, a sole proprietorship, was first created, formed or otherwise came into being on July 1, 2005, pursuant to the laws of the state of Florida.
- 3.0 The name of the limited liability company as set forth in its Articles of Organization Hed in accordance with Section 608.407, Florida Statutes, is Robert Parry Hay, LLC, a Florida limited liability company.
- 4.0 The effective date of the conversion of the Proprietorship to a limited liability company shall be the date when filed in the office of the Florida Secretary of State.
- 5.0 Pursuant to the provisions of Section 608.439, Florida Statutes, fee simple title to the real property described in that certain Warranty Deed recorded in Official Records Book 5498, Pages 7892 and 7893, Public Records of Brevard County, Florida shall hereafter be vested in Robert Parry Hay, LLC, a Florida limited liability company. All other real and personal property that may be owned by or in the name of Robert P. Hay is not included in the property of the Proprietorship and does not, upon the conversion herein described, become property of the limited liability company.
- 6.0 The undersigned does hereby affirm under penalties of perjury that the facts herein stated are true and correct.

Robert P. Hay, Individually and Sole Member of

Robert Parry Hay LLC

## ARTICLES OF ORGANIZATION OF ROBERT PARRY HAY, LLC

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

#### 1.0 NAME.

The name of the Limited Liability Company is Robert Parry Hay, LLC.

#### 2.0 ADDRESS.

The mailing address and street address of the principal office of the Limited Liability Company is 732 Mulberry Street, Sebastian, FL 32958.

# 3.0 REGISTERED AGENT, REGISTERED OFFICE & REGISTERED AGENT SIGNATURE.

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

Robert P. Hay 732 Mulberry Street Sebastian, FL 32958

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 as provided for in Chapter 608, Florida Statutes.

Robert P. Ha

THIS INSTRUMENT PREPARED BY: DALE A. DETTMER, ESQ. 304 S. Harbor City Boulevard, Suite 201 Melbourne, Florida 32901 (321) 723-5646

Florida Bar Number: 172988

DIVISION OF COMPORATION

### 4.0 MANAGEMENT.

The Limited Liability Company is to be managed by one or more members and is, therefore, a member-managed company.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledge them to be my act this \_\_\_\_\_ day of February, 2006.

Robert P. Hay

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