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SECRETARY OF STATE
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(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)



PICK-UP



WAIT



MAIL

(Business Entity Name)

P-90869

(Document Number)

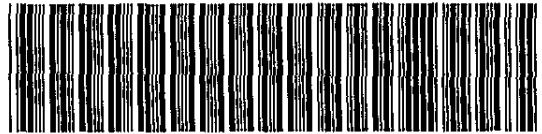
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LAW OFFICES
BOVAY, COOK & OSSI, P.A.
901 N.W. 57TH STREET
GAINESVILLE, FLORIDA 32605

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JOHN C. BOVAY
LL.M. IN TAXATION
ALSO ADMITTED IN DISTRICT OF COLUMBIA
JULIA M. COOK
LL.M. IN TAXATION
SUSAN M. OSSI
LL.M. IN TAXATION
ALSO ADMITTED IN ILLINOIS AND MISSOURI

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TELEPHONE 352-331-9092
FACSIMILE 352-331-6895
www.bcolawfirm.com
jack@bcolawfirm.com
jule@bcolawfirm.com
susan@bcolawfirm.com

February 22, 2006

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Check for \$180 - \$25 for Certificate of Conversion
\$125 for Arts of Organization
\$30 for Certified copy

Re: Brighton Beach Properties, LLC

To Whom It May Concern:

Enclosed are Articles of Dissolution for Brighton Beach Properties, LLC, assigned document number L05000100074. This LLC was to be formed as part of a conversion but was filed electronically.

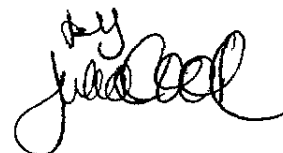
The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with §608.438, F.S.

Please send the certified copy to me and I will deliver it to my client.

Thank you for your time and assistance.

Sincerely,


John C. Bovay



**Certificate of Conversion
for
Brighton Beach Properties, Inc.
into
Brighton Beach Properties, L.L.C.**

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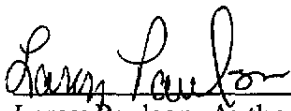
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Conversion and attached Articles of Organization are submitted to convert Brighton Beach Properties, Inc. (the "Other Business Entity") into a Florida Limited Liability Company in accordance with §608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is Brighton Beach Properties, Inc.
2. The "Other Business Entity" is a corporation, first incorporated under the laws of Florida on September 26, 2000.
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization of Brighton Beach Properties, L.L.C.
4. The effective date of this Conversion and the effective date of the Articles of Organization of Brighton Beach Properties, L.L.C., attached hereto, is February 21, 2006.

Signed this 21 day of February, 2006.



Laroy Paulson, Authorized Representative of
Brighton Beach Properties, Inc.

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Articles of Organization
for
Brighton Beach Properties, L.L.C.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida does hereby set forth the following:

ARTICLE I - NAME OF LIMITED LIABILITY COMPANY

The name of the Limited Liability Company (the "Company") shall be Brighton Beach Properties, L.L.C.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The initial street and mailing address of the principal office of this Limited Liability Company in the State of Florida is 2031 N.W. 5th Avenue, Gainesville, Florida 32603.

ARTICLE III - PERIOD OF DURATION

The duration of this Limited Liability Company shall exist perpetually.

ARTICLE IV - EFFECTIVE DATE

The effective date of this Limited Liability Company shall be _____,
2006.

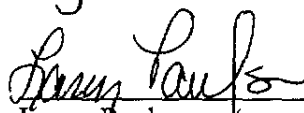
ARTICLE VI - PURPOSE

Any and all lawful activities.

ARTICLE VII - NAME AND STREET ADDRESS OF REGISTERED AGENT

The name and street address of the initial registered agent in Florida for this Limited Liability Company is Laroy Paulson, 2031 N.W. 5th Avenue, Gainesville, Florida 32603.

Signed this 21 day of February, 2006.


Laroy Paulson

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named as the registered agent for the above-mentioned Company at the place designated in the foregoing Articles of Organization, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 608.415 of the Florida Statutes.

Dated this 21 day of February 2006.

Signature: 
Laroy Paulson