

W6000024329

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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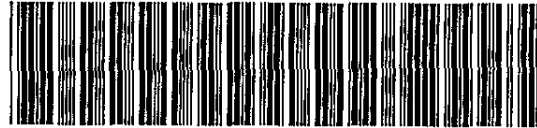
(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

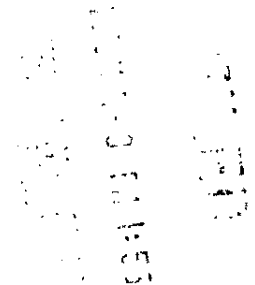
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OK

SMITH MACKINNON, PA

ATTORNEYS AT LAW

W. KELLY SMITH
ALEXANDER C. MACKINNON
JOHN P. GREELEY
ROBERT O. MARKS
C. YANKI SOKMENSUER
KEVIN K. SMITH

SUITE 800
CITRUS CENTER
255 SOUTH ORANGE AVENUE
ORLANDO, FLORIDA 32801

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ORLANDO, FLORIDA 32802-2254

TELEPHONE (407) 843-7300
FACSIMILE (407) 843-2448

March 2, 2006

State of Florida
Office of the Secretary of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

RE: DAMON ROAD, INC., a Florida Corporation
Document Number P04000108628

Ladies and Gentlemen:

Please find enclosed the following original documents:

Corporate Resolution of Damon Road, Inc., a Florida Corporation;
Certificate of Conversion;
Articles of Organization of Damon Road, LLC, a Florida Limited
Liability Company;
Certificate Designating Place of Business for the Service of Process;
Check number 010447 in the amount of \$180.00.

Please file the paperwork to convert the current for-profit corporation to a limited liability company and return one (1) certified copy of the Certificate of Conversion to the undersigned.

If there are any questions, please be in touch.

Sincerely,



Patricia B. Oles
Legal Assistant to Robert O. Marks

ROM/pbo
via Federal Express
enclosures

CERTIFICATE OF CONVERSION

Pursuant to Section 608.439, Florida Statutes, the following incorporated business entity hereby submits the attached Articles of Organization and this Certificate of Conversion to convert to a Florida Limited Liability Company:

FIRST: The name of the incorporated business immediately prior to filing this document was:
DAMON ROAD, INC.

204-108428

SECOND: The date on which the jurisdiction in which the incorporated business was first created or otherwise came into being is:

A. Date: July 22, 2004
B. Jurisdiction: State of Florida

THIRD: The name of the limited liability company as set forth in the attached Articles of Organization is:
DAMON ROAD, LLC

FOURTH: That attached hereto pursuant to Section 608.439(8) Florida Statutes is the corporate resolution of all of the shareholders, directors and officers of DAMON ROAD, INC., a Florida Corporation, to DAMON ROAD, LLC, a Florida Limited Liability Company, and approving the Articles of Organization and Regulations for DAMON ROAD, LLC, a Florida Limited Liability Company.


Robert O. Marks

**CORPORATE RESOLUTION
OF
DAMON ROAD, INC., a Florida Corporation**

The undersigned, as Secretary of **DAMON ROAD, INC., a Florida Corporation** (the "Corporation"), a corporation duly organized and existing under the laws of the State of Florida, certifies that the following Resolution was unanimously adopted by all of the Shareholders, Directors, and Officers of said Corporation at a special meeting held on the 30th day of December, 2005, said meeting having been called and held pursuant to law, at which meeting all of the Shareholders, Directors, and Officers were present, and that said Resolution has not been rescinded or modified:

"WHEREAS, DAMON ROAD, INC., a Florida Corporation, desires to convert from a Florida corporation to a Florida limited liability company, to be known as **DAMON ROAD, LLC;** and

"WHEREAS, pursuant thereto a Certificate of Conversion has been reviewed and approved by said Corporation; and

"WHEREAS, Articles of Organization for **DAMON ROAD, LLC** have been reviewed and approved by the Corporation; and

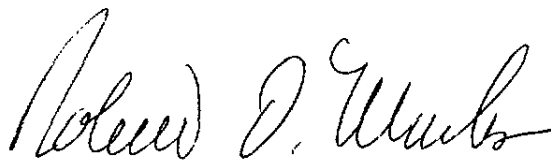
"WHEREAS, the Regulations for said limited liability company have been reviewed and approved by the Corporation;

"BE IT RESOLVED by the Shareholders, Directors, and Officers of **DAMON ROAD, INC., a Florida Corporation,** that the Certificate of Conversion and the Articles of Organization be and hereby are approved, and that **ROBERT O. MARKS,** as the President of **DAMON ROAD, INC., a Florida Corporation,** be and is hereby authorized to execute the Certificate of Conversion and Articles of Organization of **DAMON ROAD, LLC, a Florida Limited Liability Company,** and to submit the same to the Office of the Secretary of State, State of Florida, with the appropriate filing fees.

"BE IT FURTHER RESOLVED that the Secretary of this Corporation be and is hereby authorized to furnish a copy of the foregoing Resolution and to certify that the provisions of said Resolution are in conformity with the Charter and By-Laws of the Corporation and that said Resolution shall remain in full force and effect until its notice of amendment or rescission has been delivered to and received by the Office of the Secretary of State.

I DO FURTHER CERTIFY that said meeting of the Shareholders, Board of Directors, and Officers of **DAMON ROAD, INC.**, a **Florida Corporation**, was called and held in accordance with the By-Laws of this Corporation; and that I am the custodian of the minutes of the Board of Directors and Shareholders; and that **ROBERT O. MARKS** is the duly qualified and acting Secretary of said Corporation; and that there is no provision by the Charter or By-Laws of said Corporation limiting the power of the Shareholders and Board of Directors to pass the foregoing Resolution; and that the same is in conformity with the provisions of the Articles of Incorporation and By-Laws; and that said corporate seal impressed hereon is the true corporate seal of said Corporation."

IN WITNESS WHEREOF, I have set my hand and seal of this Corporation this 1st day of March, 2006.



Robert O. Marks

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MAR 1 2006
SEC. OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
DAMON ROAD, LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I
NAME**

The name of this Limited Liability Company shall be **DAMON ROAD, LLC**, and its principal place of business shall be located at 255 South Orange Avenue, Suite 800, Orlando, Florida 32801.

**ARTICLE II
COMMENCEMENT OF EXISTENCE**

This Company shall exist for a period of thirty (30) years commencing on the date of filing of these Articles of Organization with the Florida Secretary of State, unless sooner dissolved according to law.

**ARTICLE III
GENERAL PURPOSE; GENERAL POWERS**

The general purpose of this Company shall be the transaction of any and all lawful business. This Company shall have all of the powers enumerated in the Florida Limited Liability Company Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law.

**ARTICLE IV
CONTRIBUTIONS TO CAPITAL**

The initial capital of the Company shall be Five Hundred and No/100 Dollars (\$500.00), which shall be contributed by the members in accordance with their initial ownership interests in the Company, which are as follows:

<u>Member</u>	<u>Ownership Interest</u>
Robert O. Marks, Trustee	22.88 %
Richard J. Risser and Shirley R. Risser, his wife	47.37 %
Raymer F. Maguire, III Revocable Trust	3.20 %
Fixel, Maguire & Willis Profit Sharing Plan FBO Raymer F. Maguire, III	26.55 %

No Member shall be entitled to receive interest in his or her contributions to capital. Each Member's contribution to capital shall be in cash or property as agreed upon by the Members. Additional contributions to capital by the Members may be required pursuant to acts of the Board of Managers.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Company shall be located at 255 South Orange Avenue, Suite 800, Orlando, Florida 32801, and the initial Registered Agent of this Company at that address shall be Robert O. Marks. The Company may change its Registered Agent or the location of its registered office, or both, from time to time without amendment of these Articles of Organization.

ARTICLE VI
MANAGEMENT / INITIAL BOARD OF MANAGERS

The management or conduct of the business and affairs of the Company shall be vested in a Board of Managers as provided in the Regulations of the Company. This Company shall have two (2) Managers initially. The number of Managers may be either increased or diminished from time to time by the Regulations of the Company. The names and street addresses of the initial Managers of this Company, who shall serve as Managers until the first annual meeting of the Members or until their successors are elected and qualify, are:

Robert O. Marks
255 South Orange Avenue, Suite 800
Orlando, Florida 32801

ARTICLE VII
REGULATIONS

The power to adopt, alter, amend or repeal the Regulations of the Company shall be vested in the Board of Managers.

ARTICLES VIII
ADMISSION OF NEW MEMBERS

Additional Members may be admitted from time to time on such terms and conditions as determined by a majority in interest of the Members.

ARTICLE IX
DEATH, RETIREMENT, RESIGNATION, BANKRUPTCY, EXPULSION,
OR DISSOLUTION OF MEMBER

In the event of the death, retirement, resignation, bankruptcy, expulsion, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company, the remaining Members shall continue the business of the Company pursuant to the applicable provisions of law, these Articles of Organization, and the Regulations.

ARTICLE X
AMENDMENT

The Company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment thereto, and any right conferred upon the Members is subject to this reservation.

ARTICLE XI
HEADINGS AND CAPTIONS

The headings or captions of these various Articles of Organization are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

ARTICLE XII
MANAGER-MANAGED

DAMON ROAD, LLC is a manager-managed company; and the name and address of the Managing Manager is:

Robert O. Marks
255 South Orange Avenue, Suite 800
Orlando, Florida 32801

IN WITNESS WHEREOF, the undersigned do make and file these Articles of Organization declaring and certifying that the facts stated herein are true and correct, and do hereby subscribe thereto and hereunto set their hand and seal this 1st day of March, 2006.

INITIAL MANAGER:

(sign) Robert O. Marks
Robert O. Marks

ARTICLES OF ORGANIZATION OF DAMON ROAD, LLC,
a Florida Limited Liability Company

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 1st day of March,
2006 by Robert O. Marks.

Patricia B. Oles
Notary Public
Notary seal or stamp:

personally known ✓ OR
produced as ID _____



Patricia B Oles
My Commission DD139271
Expires September 21 2008

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NOTARY PUBLIC
STATE OF FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
AND
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**


In compliance with Sections 48,091 and 608.416, Florida Statutes, the following is submitted:

DAMON ROAD, LLC (the "Limited Liability Company"), desiring to organize as a domestic corporation or qualify under the laws of the State of Florida has named and designated ROBERT O. MARKS as its Registered Agent to accept service of process within the State of Florida with its registered office located at: 255 South Orange Avenue, Suite 800, Orlando, Florida 32801.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Limited Liability Company at the place designated in this Certificate, I hereby agree to act in this capacity and I am familiar with and accept the obligations relating to service as a registered agent, as the same may apply to the Limited Liability Company and I further agree to comply with the provisions of Florida Statutes, Section 48091 and all other statutes, all as the same may apply to the Limited Liability company relating to the proper and complete performance of my duties as Registered Agent.

Dated this 15th day of March, 2006



Robert O. Marks
Registered Agent

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SECRETARY OF STATE
FLORIDA
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