

L060000032794

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(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN MAR 29 2006

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March 24, 2006

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RE: PRO QUALITY PHOTO, LLC (formerly Pro Quality Photo, Inc. / Document #: P060000035015)

Dear Sir / Madam:

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 s. 608.439, F.S.

Please return all correspondence concerning this matter to the above referenced address.

For further information, please contact V. Donald Hilley at the above referenced telephone number.

Enclosed please find our check in the amount of \$155 for filing fees and Certificate of Status. In addition, please find a "receipt copy" for stamping and returning to us.

Thank you for your assistance with this filing.

Sincerely,


V. Donald Hilley

CERTIFICATE OF CONVERSION
OF
PRO QUALITY PHOTO, INC. a Florida corporation
Into
PRO QUALITY PHOTO, LLC a Florida Limited Liability Company

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following "Other Business Entity" into a Florida Limited Liability Company in accordance with s.608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

PRO QUALITY PHOTO, INC. #P06000035015


2. The "Other Business Entity" is a Florida Corporation, for profit, first incorporated under the laws of the State of Florida on March 9, 2006.
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is:

PRO QUALITY PHOTO, LLC

4. This conversion shall be effective on filing.

Signed this 24th day of March, 2006.

Signed:

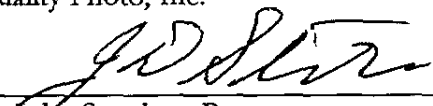


John Strachan



Joseph Bellacosa

Pro Quality Photo, Inc.

BY: 

John Strachan, Pres.

Pro Quality Photo, LLC

BY: 

John Strachan, MGRM

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - NAME:

The name of the Limited Liability Company is: **PRO QUALITY PHOTO, LLC**

ARTICLE II - ADDRESS:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

1650 North Military Trail
West Palm Beach, FL 33409

Mailing Address:

12261 Sannenwood Lane
Wellington, FL 33414

ARTICLE III - REGISTERED AGENT, REGISTERED OFFICE

The name and the Florida street address of the Registered Agent are:

Hilley & Wyant-Cortez, P.A.
860 U.S. Highway One, Suite 108
North Palm Beach, FL 33408

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, F.S.

Hilley & Wyant-Cortez, P.A.

BY: 

V. Donald Hilley, Pres.

ARTICLE IV - MANAGERS / MANAGING MEMBERS

The name and address of each Manager or Managing Member is as follows:

John Strachan, MGRM

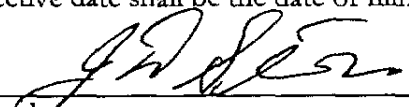
12261 Sannenwood Lane
Wellington, FL 33414


Joseph Bellacosa, MGRM

8316 Waterline Drive, #104
Boynton Beach, FL 33437

ARTICLE V - EFFECTIVE DATE

The effective date shall be the date of filing.


John Strachan


Joseph Bellacosa

Dated: 3/24/06

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TALLAHASSEE, FLORIDA