

LO6 0000 40933

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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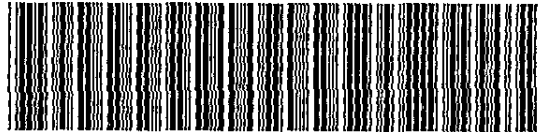
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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GASSMAN, BATES & ASSOCIATES, P.A.
ATTORNEYS AT LAW

ALAN S. GASSMAN **
LONDON L. BATES **
LOUIS A. "DREW" LAGRANDE ***

1245 COURT STREET
SUITE 102
CLEARWATER, FL 33756
PHONE: (727) 442-1200
FAX: (727) 443-5829
GassmanPA.com

- * LL. M. IN TAXATION
- + BOARD CERTIFIED LAWYER IN
WILLS, TRUSTS AND ESTATES
- ** CERTIFIED PUBLIC ACCOUNTANT
- *** LL. M. IN ESTATE PLANNING

April 14, 2006

VIA DHL EXPRESS

Florida Department of State
Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: S&R REAL ESTATE, INC.

Dear Sirs/Madams:

Attached for filing please find a Certificate of Conversion, whereby S&R REAL ESTATE, INC. will convert into S&R REAL ESTATE, L.L.C.

The Articles of Organization of S&R REAL ESTATE, L.L.C. (a Florida limited liability company) are also attached, as well as a check in the amount of \$150.00 for filing fees.

Please provide our office with confirmation of filing.

If you have any questions on the attached, please contact Tina Arvin of my office at 727-442-1200 x. 241.

Best personal regards,


Alan S. Gassman

ASG:tja

Enclosures

cc: E. Michael McCarthy (w/ encl.)

Michael Bollenback, CPA (w/ encl.)

J:\M\McCarthy E. Michael and Deborah\CONVERSION OF S&R REAL ESTATE, INC. TO L.L.C\Sec. of State.1.wpd
7113

Certificate of Conversion
For
"Other Business Entity"
Into
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:

S&R REAL ESTATE, INC.

897-63559

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a CORPORATION.
(Enter entity type. Example: corporation, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of FLORIDA
(Enter state, or if a non-U.S. entity, the name of the country)

on DEC. 9, 1997

(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

4. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:

S&R REAL ESTATE, L.L.C.

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: _____
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

Signed this 13 day of APRIL, 2006

Signature of Authorized Person: _____

Printed Name: ALAN S. GASSMAN Title: AUTHORIZED REPRESENTATIVE

Fees:

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

FILED
2006 APR 17 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Audit Fax No: _____

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is: S&R REAL ESTATE, L.L.C.

ARTICLE II - Address:

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

1011 Weathersfield Drive
Dunedin, FL 34698

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

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

Alan S. Gassman, Esq.

Name

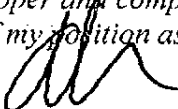
1245 Court Street, Suite 102

Florida street address (P.O. Box NOT acceptable)

Clearwater, FL 33756

City, State, and Zip

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.

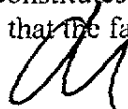


Registered Agent's Signature

(An additional article must be added if an effective date is requested)

Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)



Alan S. Gassman

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FEB 17 PM 1:10
ALLIANCE