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*Conv. Other Bus. Entity
into Fla. LLC
Wed 4/23*

06 APR 23 04 59:27

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

KRASNY AND DETTMER
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
ATTORNEYS AND COUNSELORS AT LAW

THE RIVERFRONT BUILDING
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*FLORIDA SUPREME COURT CERTIFIED
MEDIATOR-ARBITRATOR
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[†]ALSO CERTIFIED PUBLIC ACCOUNTANT
[◊]ADMITTED COLORADO BAR

April 27, 2006

VIA FEDERAL EXPRESS

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

Re: 2000 Building, LLC
Certificate of Conversion

Dear Sir/Madam:

Enclosed please find the following documents for filing:

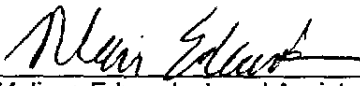
1. Certificate of Conversion
2. Articles of Organization of 2000 Building, LLC

I also enclose this firm's trust account check made payable to the Florida Department of State in the amount of \$180.00 to cover the cost of filing and the fee for a certified copy of the filing. Upon completion, please forward the certified copy to the undersigned in the self-addressed envelope provided.

If you have any questions, please feel free to call. Thank you for your assistance in this matter.

Very truly yours,

KRASNY AND DETTMER


Melissa Edwards, Legal Assistant
To Dale A. Dettmer

/me
Enclosures

STATE OF FLORIDA
DIVISION OF CORPORATIONS
08 APR 28 AM 9:27

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:

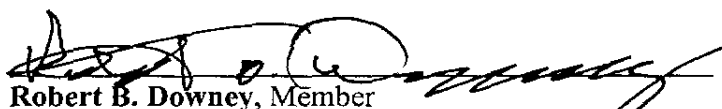
1.0 The name of the unincorporated business immediately prior to the filing of this Certificate of Conversion was **Robert B. Downey, individually and as Trustee of the Robert B. Downey Trust dated January 15, 1992, as amended, Ann L. Downey, as Trustee of the Ann L. Downey Trust dated January 15, 1992, as amended, and John F. Marschner, individually, doing business as M.R.D. Associates**, a Florida general partnership ("Partnership").

2.0 The Partnership was first created, formed or otherwise came into being on September 30, 1973 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 filed in accordance with Section 608.407, Florida Statutes, is **2000 Building, LLC**, a Florida limited liability company.

4.0 The effective date of the conversion of the Partnership 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 Quit Claim Deed recorded in Official Records Book 1390, Page 1022; that certain Warranty Deed recorded in Official Records Book 3745, Page 1911; that certain Personal Representative's Deed recorded in Official Records Book 4184, Page 1024; and that certain Warranty Deed recorded in Official Records Book 4177, Page 3827, all of the Public Records of Brevard County, Florida shall hereafter be vested in Downey Marschner, LLC, a Florida limited liability company.


Robert B. Downey, 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.)

**ARTICLES OF ORGANIZATION
OF
2000 BUILDING, LLC**

SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 APR 28 AM 9:27

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

1.0 NAME.

The name of the Limited Liability Company is **2000 Building, LLC.**

2.0 ADDRESS.

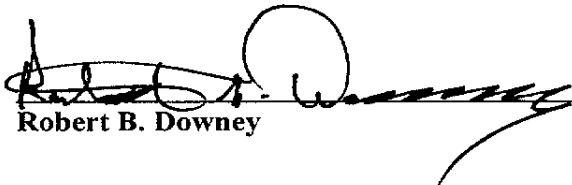
The mailing address and street address of the principal office of the Limited Liability Company is 525 Andros Lane, Indian Harbour Beach, Florida 32937.

3.0 REGISTERED AGENT, REGISTERED OFFICE & REGISTERED AGENT'S SIGNATURE.

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

Robert B. Downey
525 Andros Lane
Indian Harbour Beach, FL 32937

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.

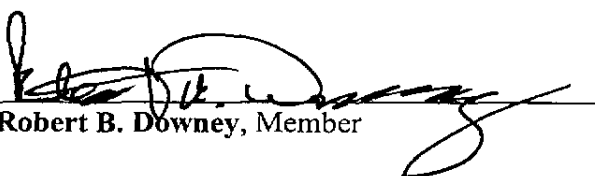

Robert B. Downey

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

4.0 MANAGEMENT.

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

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledge them to be my act this 28th day of July, 2005.


Robert B. Downey, Member