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DIVISION OF CORPORATION

FLORIDA/FOREIGN LIMITED LIABILITY CO.

Wakulla Suites, LLC

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$125.00

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CERTIFICATE OF CONVERSION

1. Pursuant to Florida Statutes §607.1112, et. seq., Wakulla Suites, Inc., a Florida corporation, has been converted into a Florida limited liability company by the name of Wakulla Suites, LLC.

formed May 10, 1972,

2. The conversion complies with the applicable laws governing Florida limited liability companies.

3. The conversion was approved by the Board of Directors and all of the stockholders of the corporation in accordance with the terms of Chapter 607, Florida Statutes.

4. The effective date of the conversion shall be upon the filing of this Certificate of Conversion.

5. A copy of the Plan of Conversion and the Articles of Organization of the limited liability company are attached hereto.

6. The address of the principal office of the limited liability company is 3550 N. Atlantic Ave., Cocoa Beach, FL 32931.

7. The limited liability company has agreed to pay any shareholders having appraisal rights by virtue of the conversion.

Wakulla Suites, Inc.

By: *Michael D. Mishler*
Michael D. Mishler, its President

June 2, 2006

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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PLAN OF CONVERSION

1. The name of the Florida corporation which is being converted pursuant to Florida Statutes §607.1112 is Wakulla Suites, Inc. The name and jurisdiction of the other entity into which the corporation is being converted is Wakulla Suites, LLC, a Florida limited liability company.

2. The terms and conditions of the conversion are that the conversion shall be effective upon the filing of the Certificate of Conversion and the attached Articles of Organization, at which time each of the outstanding 200 shares of stock of the corporation shall be automatically converted into a 0.5% membership interest in the limited liability company.

3. Attached hereto are the Articles of Organization of the limited liability company.

Wakulla Suites, Inc.

By: 

Michael D. Mishler, its President

June 2, 2006

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FILED

ARTICLES OF ORGANIZATION OF
WAKULLA SUITES, LLC

2006 JUN -7 A 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Name. The name of the limited liability company (hereinafter "company") is WAKULLA SUITES, LLC.
2. Existence. The company shall have perpetual existence. The company shall commence existence upon filing of these Articles by the Secretary of State of Florida.
3. Location. The mailing address and street address of the company are both 3550 N. Atlantic Ave., Cocoa Beach, FL 32931.
4. Registered Agent. The street address in the State of Florida of the initial registered office of the company is 3550 N. Atlantic Ave., Cocoa Beach, FL 32931 and the name of its initial registered agent at such address is Michael D. Mishler.
5. Management. The company shall be managed by one or more Managers as set forth in the Membership Agreement. The initial Manager and his address are Michael D. Mishler, 3550 N. Atlantic Ave., Cocoa Beach, FL 32931.

The undersigned, being a member of the company, for the purpose of forming a Florida limited liability company to do business both within and without the State of Florida, does make, subscribe, acknowledge and file these Articles, hereby declaring and certifying that the facts herein stated are true and hereby accepts his appointment as registered agent for WAKULLA SUITES, LLC and declares that he is familiar with and accepts the duties and obligations as registered agent as provided for in chapter 608 Florida Statutes (2005).


MICHAEL D. MISHLER
June 2, 2006