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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

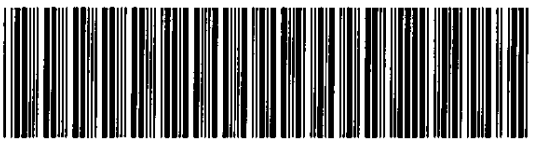
(Business Entity Name)

(Document Number)

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2006 JUL -1 P 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 5, 2006

JEREMY S. SLOANE, ESQ.
ZIMMERMAN, KISER & SUTCLIFFE, PA
315 E. ROBINSON STREET SUITE 600
ORLANDO, FL 32801

SUBJECT: REX ENTERPRISES, LLC
Ref. Number: W06000029957

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2006 JUL -7 P 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for REX ENTERPRISES, LLC and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Limited Liability Companies are not corporations. Limited Liability Companies are unique business entities with special characteristics and attributes formed under Chapter 608, Florida Statutes. Corporations, on the other hand, are formed under Chapter 607, Florida Statutes, and possess other distinctive traits and characteristics. Consequently, limited liability company documents cannot contain any references/terms which may implicate the entity is a corporation. Please delete any references to the term "corporation" or the like from your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt
Document Specialist

Letter Number: 706A00043592

COVER LETTER

FILED

TO: Registration Section
Division of Corporations

2006 JUL -7 P 2:40

SUBJECT: REX ENTERPRISES, LLC
(Name of Resulting Florida Limited Company)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

JEREMY S. SLOANE, ESQUIRE

(Contact Person)

ZIMMERMAN, KISER & SUTCLIFFE, PA

(Firm/Company)

315 E. ROBINSON STREET, SUITE 600

(Address)

ORLANDO, FLORIDA 32801

(City, State and Zip Code)

For further information concerning this matter, please call:

JEREMY S. SLOANE, ESQUIRE at (407) 425-7010

(Name of Contact Person)

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$150.00 Filing Fees (\$25 for Conversion & \$125 for Articles of Organization)
- \$155.00 Filing Fees and Certificate of Status
- \$180.00 Filing Fees and Certified Copy
- \$185.00 Filing Fees, Certified Copy, and Certificate of Status

STREET ADDRESS:

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

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

CERTIFICATE OF CONVERSION

FILED

THIS CERTIFICATE OF CONVERSION of REX INVESTMENTS, a Texas general partnership (the "*Foreign Entity*"), is submitted in accordance with § 809.439, Florida Statutes.

JUN 29 2006
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The Articles of Organization of the Florida limited liability company into which Foreign Entity is converting are attached hereto as Exhibit A.

SECOND: The Foreign Entity was formed as a Texas general partnership on or about April 29, 1989. Immediately prior to the conversion contemplated by this Certificate of Conversion, the Foreign Entity was a Texas general partnership.

THIRD: The name of the Foreign Entity immediately prior to the filing of this Certificate of Conversion was:

"Rex Investments"

FOURTH: The name of the limited liability company into which the Foreign Entity is converting is:

"Rex Enterprises, LLC"

FIFTH: This Certificate of Conversion shall be effective as of the date of filing hereof with the Florida Department of State.

IN WITNESS WHEREOF, Rex Investments, a Texas general partnership, has executed this Certificate of Conversion effective this 5th day of June, 2006.

REX INVESTMENTS, a Texas
general partnership

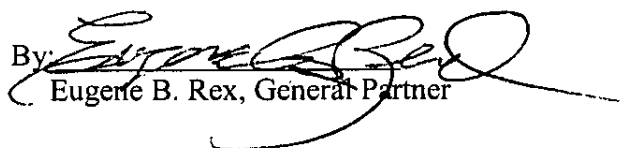
By: 
Eugene B. Rex, General Partner

Exhibit A
Articles of Organization
of
Rex Enterprises, LLC

[The Articles of Organization appear on the following page.]

FILED
2006 JUL -7 P 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
REX ENTERPRISES, LLC
A Florida Limited Liability Company**

FILED
2006 JUL -7 P 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of this limited liability company is "*Rex Enterprises, LLC*" (the "*Company*").

**ARTICLE II
MAILING AND STREET ADDRESS**

The mailing address of the principal office of the Limited Liability Company is as follows:

1602 Alabama Drive #203
Winter Park, FL 32789

The street address of the principal office of the Limited Liability Company is as follows:

1602 Alabama Drive #203
Winter Park, FL 32789

**ARTICLE III
COMMENCEMENT OF COMPANY'S EXISTENCE**

In accordance with Section 608.409(1), Florida Statutes, the Company's existence shall be deemed to have commenced on the date on which these Articles of Organization are filed with the Florida Department of State.

**ARTICLE IV
REGISTERED AGENT**

The address of the initial Registered Office and the Registered Agent at such address are as follows:


Stephen B. Hatcher, Esq.
Zimmerman, Kiser & Sutcliffe, P.A.
315 E. Robinson Street, Suite 600
Orlando, FL 32801

**ARTICLE VI
APPLICABLE LAW**

FILED

The Company is created pursuant to Chapter 608, Florida Statutes, and shall be governed by the laws of the State of Florida.

2006 JUL -7 P 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA




Stephen B. Hatcher, Authorized Representative

**ACCEPTANCE OF DESIGNATION
OF
REGISTERED AGENT**

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned submits the following statement of acceptance of his designation as Registered Agent for the Company:

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 of the Florida Statutes.



Stephen B. Hatcher