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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

DEPARTMENT OF STATE  
ACCOUNT FILING COVER SHEET

Account Number FCA000000017

Reference:  
(Sub Account)

Date:

July 31, 2006

Requestor Name:

Carlton Fields

Address:

Post Office Drawer 190  
Tallahassee, Florida 32302

Telephone:

(850) 224-1585

Contact Name:

Joan Perrenot (ext. 5243)

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TALLAHASSEE, FLORIDA

Corporation Name:

Linksman Golf Club

Entity Number:

Authorization:

J Perrenot

☒ Certified Copy

☒ CONVERSION Corp To LLC  
New Filings

☐ Fictitious Name

☒ Plain Stamped Copy

☐ Amendments

☒ Certificate of Status

☐ Annual Report

☐ Registration

( X ) Call When Ready

☒ Call if Problem

( ) After 4:30

( X ) Walk In

( ) Will Wait

( X ) Pick Up

CF Internal Use Only

Client:

Matter:

Name:

Debra Bass

Office:

Pensacola

**Certificate of Conversion**

**For**

**Linksman Golf Club of Mobile, Inc., a Florida Profit  
Corporation (the "Other Business Entity")**

**Into**

**Linksman Properties, LLC, a Florida Limited Liability Company**

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TALLAHASSEE, FLORIDA

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 Section 608.439, and in accordance with Sections 607.1112 and 607.1113, Florida Statutes.

1. The name of the Florida Profit Corporation (the "Other Business Entity") immediately prior to the filing of this Certificate of Conversion, is Linksman Golf Club of Mobile, Inc.
2. The "Other Business Entity" is a for profit Florida corporation first organized, formed or incorporated under the laws of the state of Florida on July 19, 2001.
3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization** is Linksman Properties, LLC.
4. The effective date of the conversion is the filing date.
5.
  - a. The name of the Florida Profit Corporation converting into the Florida Limited Liability Company is Linksman Golf Club of Mobile, Inc.
  - b. The name of the Florida Limited Liability Company is Linksman Properties, LLC.
  - c. Linksman Properties, LLC is a Florida Limited Liability Company, organized and formed under the laws of Florida.
  - d. The above referenced Florida Profit Corporation has converted into a Florida Limited Liability Company in compliance with Chapter 607, F.S., and the conversion complies with the applicable laws governing the Florida Limited Liability Company.
  - e. The plan of conversion was approved by the converting Florida Profit Corporation in accordance with Chapter 607, F.S.
  - f. This conversion is effective under the laws governing the Florida Limited Liability Company on the filing date.
  - g. This conversion shall be effective in Florida on the filing date.

h. The Florida Limited Liability Company's principal office address shall be:

20 Hill Avenue Northwest  
Fort Walton Beach, Florida 32548

i. The Florida Limited Liability Company has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under sections 607.1301-607.1333, F.S.

Signed this 27th day of July, 2006.

LINKSMAN GOLF CLUB OF MOBILE,  
INC., a Florida corporation

By 

T. Edwin Watts  
Its President

LINKSMAN PROPERTIES, LLC

By Edwin Watts Holding Company, a Florida  
corporation

By: 

T. Edwin Watts  
Its President

Its Member-Manager

Articles of Organization  
of  
Linksman Properties, LLC

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TALLAHASSEE, FLORIDA

ARTICLE I  
Name

The name of the Limited Liability Company is Linksman Properties, LLC.

ARTICLE II  
Address

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

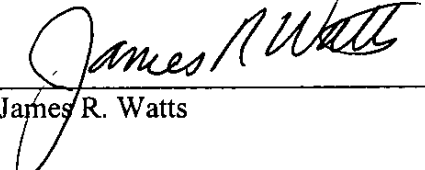
20 Hill Avenue Northwest  
Fort Walton Beach, Florida 32548

ARTICLE III  
Registered Agent, Registered Office, and Registered Agent's Signature

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

James R. Watts  
20 Hill Avenue Northwest  
Fort Walton Beach, Florida 32548

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.

  
James R. Watts

EDWIN WATTS HOLDING COMPANY

By: 

T. Edwin Watts  
Its President