

L06000096104

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

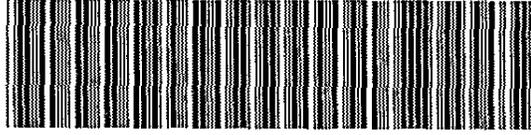
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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TALLAHASSEE, FLORIDA

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al

CARLA DELOACH BRYANT

ATTORNEYS & COUNSELORS AT LAW, P.A.

September 26, 2006

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

Re: NBK Holdings, Inc.

Dear Sir or Madam:

The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Limited Company" in accordance with Florida Statutes section 608.439.

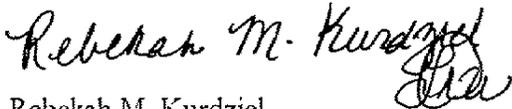
Enclosed is a firm check for the amount of one hundred fifty-five dollars (\$155.00) for the following filing fees: —

- (1). Twenty-five dollars (\$25.00) for the Certificate of Conversion;
- (2). One hundred twenty-five dollars (\$125.00) for the Articles of Organization; and
- (3). Five dollars (\$5.00) for a Certificate of Status.

Please return all correspondence concerning this matter to Rebekah M. Kurdziel, care of the Law Offices of Carla DeLoach Bryant, P.A., 1206 East Ridgewood Street, Orlando, Florida 32803. For further information concerning this matter, please contact my office. Thank you for your assistance.

I remain

Very truly yours,



Rebekah M. Kurdziel
For the Firm

RMK/js
enclosures

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TALLAHASSEE, FLORIDA

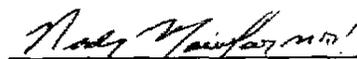
**CERTIFICATE OF CONVERSION FOR
"OTHER BUSINESS ORGANIZATION" INTO
FLORIDA LIMITED LIABILITY COMPANY**

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 Florida Statutes section 608.439:

- (1). The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is NBK Holdings, Inc. 204-118181
- (2). The "Other Business Entity" is a Florida for-profit corporation, first organized, formed, and incorporated under the laws of Florida on August 13, 2004.
- (3). The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is NBK Holdings, LLC.
- (4). The conversion was approved as required by Florida Statutes Chapter 620, and was approved in such a manner that complied with the converting organization's governing law.
- (5). The conversion is effective on the date of filing.

The execution of this Certificate of Conversion by the undersigned Manager constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

On this 26th day of August, 2006, this Certificate of Conversion was executed by the Manager of NBK Holdings, LLC.


 Nader Mohtar, Manager on behalf of NBK Holdings, LLC

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY NBK HOLDINGS, LLC

**ARTICLE I.
NAME**

The name of the Limited Liability Company is NBK Holdings, LLC (referred to as the "Company").

**ARTICLE II.
ADDRESS**

The principal office of the Company is 1206 East Ridgewood Street, Orlando, Florida 32803. The mailing address of the Company is 1206 East Ridgewood Street, Orlando, Florida 32803.

**ARTICLE III.
REGISTERED AGENT AND REGISTERED OFFICE**

The name of the Registered Agent is Carla DeLoach Bryant. The Registered Office is located at 1206 East Ridgewood Street, Orlando, Florida 32803.

**ARTICLE IV.
MANAGEMENT**

NBK Holdings, LLC is to be managed by one (1) or more Managers, and is, therefore, a Manager-Managed limited liability company.

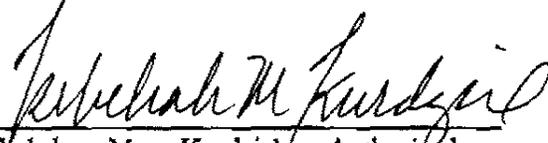
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NBK HOLDINGS, LLC

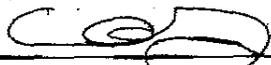
ARTICLES OF ORGANIZATION

On this ____ day of _____, 2006, Rebekah M. Kurdziel, as the authorized representative of NBK Holdings, LLC, has executed these Articles of Organization on its behalf at the Law Offices of Carla DeLoach Bryant, P.A., 1206 East Ridgewood Street, Orlando, Florida 32803.


Rebekah M. Kurdziel, Authorized Representative for NBK Holdings, LLC

ACCEPTANCE OF REGISTERED AGENT

On this ____ day of _____, 2006, I have been named as Registered Agent and designated to accept service of process for NBK Holdings, LLC. By signing below 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 Florida Statutes Chapter 608.


Carla DeLoach Bryant, Registered Agent

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