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**SHEPPARD, BRETT, STEWART, HERSCH & KINSEY, P.A.**

**ATTORNEYS AT LAW**

*Firm Established 1924*

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JOHN K. WOOLSLAIR (1908-1968)

W. A. SHEPPARD (1898-1971)

\* BOARD CERTIFIED: WILLS, TRUSTS & ESTATES

\* CERTIFIED PUBLIC ACCOUNTANT (FL)

+ ALSO ADMITTED IN IOWA

October 11, 2006

Corporate Records Bureau  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32301

Re: SC&M Supply Associates, LLC

Dear Sirs:

Enclosed, please find the following:

1. Articles of Organization for SC&M Supply Associates, LLC;
  2. Certificate of Conversion;
  3. Our law firm's trust account check in the amount of \$150.00 representing the filing fee;
- and,
4. Our law firm's trust account check in the amount of \$30.00 representing costs for a certified copies of the Articles of Organization and Certificate of Conversion.

If these meet with your approval, we will appreciate your executing and sending to the undersigned the certified copies of the filed documents.

Kind regards.

Sincerely yours,

  
John F. Stewart

JFS: yp  
Enclosures  
A-5577

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## **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:

**FIRST:** The name of the unincorporated business immediately prior to filing this document was: SC&M SUPPLY ASSOCIATES, a Florida General Partnership.

**SECOND:** The date on which and the jurisdiction in which the unincorporated business was first created or otherwise came into being are:

(A) Date: August 1, 2001

(B) Jurisdiction: Florida

**THIRD:** The name of the Limited Liability Company as set forth in the attached Articles of Organization is: SC&M SUPPLY ASSOCIATES, L.L.C..

*Stephen G. Sibbald*

**STEPHEN G. SIBBALD, 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.)

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ARTICLES OF ORGANIZATION  
OF  
SC&M SUPPLY ASSOCIATES, LLC

The undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I  
NAME AND PRINCIPAL OFFICE

The name of the Limited Liability Company shall be SC&M SUPPLY ASSOCIATES, LLC ("Company"). The mailing address and principal office of the Company is: 2211 N. Tamiami Trail, North Fort Myers, Florida 33903.

ARTICLE II  
DURATION

The Company shall commence its existence upon the filing of these Articles of Organization, and its existence shall be perpetual unless the Company is dissolved as provided in these Articles of Organization.

ARTICLE III  
PURPOSES AND POWERS

The general purpose for which the Company is organized is to buy, manage, lease and sell real and personal property, and to conduct other activities incident to same. The Company shall also be authorized to transact any lawful business for which a Limited Liability Company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a Limited Liability Company under the laws of the State of Florida.

ARTICLE IV  
REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Stephen G. Sibbald, 2211 N. Tamiami Trail, North Fort Myers, Florida 33903.

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ARTICLE V  
MANAGEMENT

The Company shall be managed by the members in accordance with the Operating Agreement adopted from time to time by the members for the management of the business and affairs of the Company. Such Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with the law or these Articles of Organization. The name(s) and address(es) of the member(s) of the Company are:

Name

Address

Mary S. Kilfoyle

2211 N. Tamiami Trail  
North Fort Myers, Florida 33903

Stephen G. Sibbald

2211 N. Tamiami Trail  
North Fort Myers, Florida 33903

IN WITNESS WHEREOF, the undersigned member has made and subscribed these Articles of Organization at Fort Myers, Florida, for the foregoing uses and purposes this 28 day of Sept., 2006

Stephen G. Sibbald

Stephen G. Sibbald

STATE OF FLORIDA  
COUNTY OF Lee

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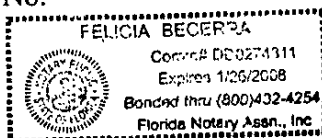
The foregoing instrument was acknowledged before me this 28 day of Sept., 2006, **Stephen G. Sibbald**, who (X) is personally known to me or ( ) has produced \_\_\_\_\_ as identification.

(SEAL)

Comm. Expires  
Comm. No.

Felicia Becerra  
Notary Public

Felicia Becerra  
Printed Notary Signature



ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for SC&M SUPPLY ASSOCIATES, LLC, at the place designated herein, 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. I am familiar with and accept the obligations of my position as registered agent, as provided for in Chapter 608, Florida Statutes.

Date: 9/28/06

Stephen G. Sibbald  
Stephen G. Sibbald

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