

L06000 103920

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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06 OCT 25 PM 3:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

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TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

**FLORIDA FILING & SEARCH SERVICES, INC.**

**P.O. BOX 10662 TALLAHASSEE, FL 32302**

**155 Office Plaza Drive, Suite A Tallahassee, FL 32301**

**PHONE: (850) 216-0457; FAX: (850) 216-0460**

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**DATE:** 10-25-06

**NAME:** MANGROVE EQUITY PARTNERS MANAGMENT CORPORATION

**TYPE OF FILING:** CONVERSION TO LLC

**COST:** \$150 + \$30<sup>#</sup> = 180<sup>02</sup>

**RETURN:** *Certified Copy*

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**ACCOUNT:** FCA0000000015

**AUTHORIZATION:** ABBIE/PAUL HODGE

*A Hodge*

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**FILED**  
06 OCT 25 PM 3:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Certificate of Conversion**  
For  
**"Other Business Entity"**  
Into  
**Florida Limited Liability Company**

**FILED**  
06 OCT 25 PM 3:38  
SECRETARY OF STATE  
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 s.608.439, Florida Statutes.

PO6000086757

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

MANGROVE EQUITY PARTNERS MANAGEMENT CORPORATION

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a CORPORATION

(Enter entity type. Example: corporation, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of FLORIDA

(Enter state, or if a non-U.S. entity, the name of the country)

on JUNE 27, 2006

(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

N/A

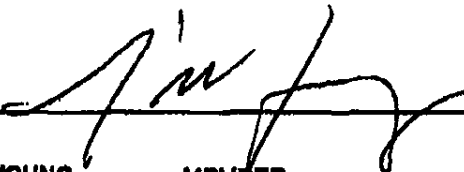
4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization:

MANGROVE EQUITY PARTNERS, LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: N/A  
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

Signed this 24 day of OCTOBER 2008

Signature of Authorized Person: 

Printed Name: E. MATTHEW YOUNG Title: MEMBER

**Fees:**

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

**ARTICLES OF ORGANIZATION  
OF  
MANGROVE EQUITY PARTNERS, LLC  
(A Florida Limited Liability Company)**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I  
NAME**

The name of the Limited Liability Company is Mangrove Equity Partners, LLC.

**ARTICLE II  
ADDRESS**

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

101 South Franklin Street  
Suite 202  
Tampa, FL 33602

**ARTICLE III  
DURATION**

The period of duration for the limited liability company shall begin on the date of filing these Articles of Organization with the Florida Secretary of State and shall have a perpetual existence and duration, until terminated in accordance with applicable law.

**ARTICLE IV  
MANAGEMENT**

The Limited Liability Company is to be managed by its members and is, therefore, a member-managed company.

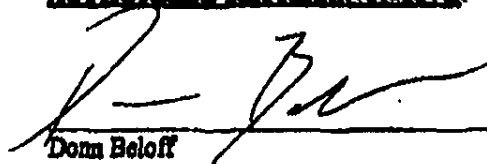
**ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the Limited Liability Company's initial registered agent is:

NRAI Services, Inc.  
2731 Executive Park Drive, Suite 4  
Weston, Florida 33331

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization  
this 25 day of October, 2006.

**AUTHORIZED REPRESENTATIVE:**

  
Donn Beloff

(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.)

**CERTIFICATE OF ACCEPTANCE BY  
REGISTERED AGENT**

Pursuant to the provisions of the Florida Limited Liability Company Act, the undersigned submits the following statement in accepting the designation as registered agent of Mangrove Equity Partners, LLC, a Florida Limited Liability Company (the "Company"), in the Company's Articles of Organization:

Having been named as registered agent and to accept service of process for the Company at the registered office designated in the Company's Articles of Organization, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 25<sup>th</sup> day of October, 2006.

NRAI Services, Inc.

By: Sharon K. Gray

Name: Sharon K. Gray

Title: Assistant Secretary