

LOG000107554

(Requestor's Name)

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(Business Entity Name)

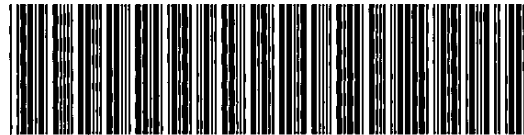
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11/07/06--01001--011 **185.00

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TALLAHASSEE, FLORIDA

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

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TALLAHASSEE, FLORIDA

CONTACT: KATIE WONSCH

DATE: 11/06/06

REF. #: 000162.59877

CORP. NAME: CEK/SCHLUTER LLP

- | | | |
|---|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input checked="" type="checkbox"/> CERTIFICATE OF CONVERSION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 519023 FOR \$ 185.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|---|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input checked="" type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

**CERTIFICATE OF CONVERSION
OF
CEK/SCHLUTER LLP
INTO
CEK/SCHLUTER LLC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In accordance with Sections 620.8914 and 608.439, Florida Statutes, this Certificate of Conversion is submitted to convert CEK/Schluter LLP, a Florida limited liability partnership (the "Partnership"), into CEK/Schluter LLC, a Florida limited liability company (the "Company").

1. The Partnership was created under the laws of the State of Florida on December 9, 2004. The Partnership has at all times been a Florida limited liability partnership.

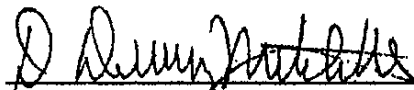
2. The name of the Partnership immediately prior to the filing of this Certificate of Conversion is CEK/Schluter LLP.

3. The name of the Company is CEK/Schluter LLC, a Florida limited liability company, which was created by the filing of its Articles of Organization with the Secretary of State of the State of Florida on the same date as this Certificate of Conversion.

4. The Partnership has converted into the Company. The effective date of the conversion of the Partnership into the Company shall be the end of the day on November 6, 2006.

5. The conversion of the Partnership into the Company has been approved by all of the partners of the Partnership in accordance with the laws of the State of Florida.

The undersigned person, being the authorized representative of the Partnership and the Company, has executed this Certificate of Conversion this 6th day of November, 2006.



D. Dewey Mitchell, as authorized representative

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

CEK/SCHLUTER LLC

The undersigned executes these Articles of Organization of CEK/Schluter LLC to form a limited liability company pursuant to the Florida Limited Liability Company Act:

ARTICLE I. NAME

The name of the limited liability company is: CEK/Schluter LLC

ARTICLE II. ADDRESS

The mailing and street address of the principal office of the limited liability company is 1734 East Lake Woodlands Parkway, Oldsmar, Florida 34677.

ARTICLE III. REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the limited liability company is 101 East Kennedy Boulevard, Suite 3700, Tampa, Florida 33602, and the name of the Company's initial registered agent at that address is Stephen M. Hudoba.

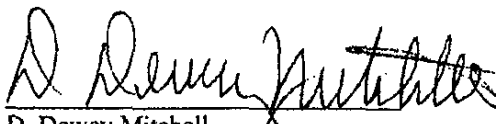
Having been named to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Stephen M. Hudoba

ARTICLE IV. MANAGEMENT OF COMPANY

The limited liability company is to be a member-managed company.

EXECUTED: November 3, 2006


D. Dewey Mitchell,
Authorized Representative