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December 7, 2007

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

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TALLAHASSEE, FLORIDA

Re: Other Business Conversion and incorporation of Nax Realty Solutions, LLC

To Whom It May Concern:

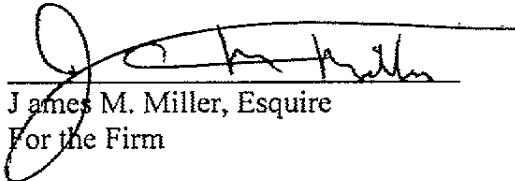
Enclosed please find an original and one copy of Certificate of Conversion for "Other Business Entity" Into Florida Limited Liability Company and an original and one copy of the Articles of Organization. Please provide me a certificate of status and a certified copy of these articles. A check in the amount of \$185.00 is enclosed. It represents payment for:

Filing Fee	\$150.00
(\$25 for Certificate of Conversion and \$125 for Articles of Organization)	
Certified Copy	\$ 30.00
Certificate of Status	\$ 5.00
TOTAL	\$ 185.00

If there is a problem, please let me know immediately.

Sincerely yours,

VERNIS & BOWLING OF
CENTRAL FLORIDA, P.A.


James M. Miller, Esquire
For the Firm

JMM:jmm
enclosure

VERNIS & BOWLING OF MIAMI, P.A.
MIAMI, FLORIDA
TEL (305) 893-3035 / FAX (305) 892-1200

VERNIS & BOWLING OF BROWARD, P.A.
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VERNIS & BOWLING OF ATLANTA, LLC
ATLANTA, GEORGIA
TEL (404) 516-2001 / FAX (404) 516-2002

VERNIS & BOWLING OF SOUTHERN AL. LLC
MOBILE, ALABAMA
TEL (251) 432-0037 / FAX (251) 432-0244

VERNIS & BOWLING OF BIRMINGHAM, LLC
BIRMINGHAM, ALABAMA
TEL (205) 443-1026 / FAX (205) 443-1036

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**CERTIFICATE OF CONVERSION
FOR
"OTHER BUSINESS ENTITY"
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 s. 608.439, Florida Statutes.

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

Nax Realty Solutions

(The name Nax Realty Solutions is also filed with the Secretary of State, State of Florida as a Fictitious Name)

2. The "Other Business Entity" is a Sole Proprietorship first organized, formed, or incorporated under the laws of the State of Florida on October 1, 2006.
3. The jurisdiction of the "Other Business Entity" has at all time remained under the laws of the State of Florida
4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is:

Nax Realty Solutions, LLC

5. The effective date shall be the date of filing of the Articles of Organization with the Secretary of State, State of Florida

Signed this 6th day of ^{December} ~~November~~, 2006.



Joe Nax, Sole Proprietor/Managing Member

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
NAX REALTY SOLUTIONS, LLC

The undersigned, for the purposes of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes, Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE 1 – NAME

The name of the limited liability company shall be **NAX REALTY SOLUTIONS, LLC** (hereinafter sometimes referred to as "Company")

ARTICLE 2 – ADDRESS

The principal place of business of the Company shall be 791 Keeneland Pike, Lake Mary, Florida 32746 and the mailing address shall be P.O. Box 951573, Lake Mary, Florida 32795

ARTICLE 3 – EFFECTIVE DATE

These Articles of Organization shall become effective on the date of filing with the Secretary of State, State of Florida

ARTICLE 4 - DURATION

Subject to the provisions of Article 8, the Company's existence shall terminate no later than 99 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization

ARTICLE 5 – PURPOSES AND POWERS

The general purpose for which the Company is organized is to engage in the business of real estate investments and holdings and 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 6 – REGISTERED OFFICE AND REGISTERED AGENT

The initial address of the registered office of this Company is 791 Keeneland Pike, Lake Mary, Florida 32746 with its mailing address being P.O. Box 951573, Lake Mary,

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TALLAHASSEE, FLORIDA

Florida 32795. The name and address of the registered agent of this Company is Joe Nax, 791 Keeneland Pike, Lake Mary, Florida 32746

Having been named as registered agent and to accept service of process for the above-named 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.


Joe Nax, Resident Agent.

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ARTICLE 7 – ADMISSION OF NEW MEMBERS

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the member(s) of the Company and upon such terms and conditions as shall be determined by all the member(s). A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE 8 – TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least one remaining member.

ARTICLE 9 – MANAGEMENT

Management of the Company shall be by Managing Members. The name and address of each Managing Member is as follows:

1. Joe Nax, 791 Keeneland Pike, Lake Mary, Florida 32746
2. Nancy Nax, 791 Keeneland Pike, Lake Mary, Florida 32746

ARTICLE 10 – SUBCHAPTER S DESIGNATION

If authorized by applicable statutes and laws, this limited liability company shall be authorized to file necessary paperwork for designation as a limited liability company with a Subchapter “S” designation

ARTICLE 11 – ADDITIONAL PROVISIONS

The power to adopt, alter, amend, or repeal these Articles of Organization or the Regulations of the Company is vested entirely in the managing members listed in Article 9 above.

IN WITNESS WHEREOF, these Articles of Organization have been executed on this 6th day of ~~November~~, 2006, at Lake Mary, Florida.
December

The undersigned hereby affirms, under penalty of perjury, that all information and facts stated herein are true and correct to the best of his knowledge and belief.


Joe Nax, Managing Member

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