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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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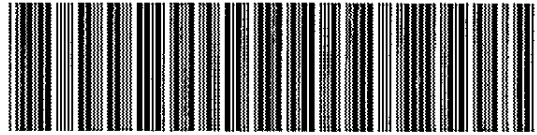
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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TALLAHASSEE, FLORIDA

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**HINES NORMAN HINES, P.L.**

**ATTORNEYS AT LAW**

**JAMES P. HINES  
RANDY MILLER  
CHRISTOPHER H. NORMAN  
JAMES P. HINES, JR.  
ROBERT D. HINES  
JUDY KARNIEWICZ  
MICAH G. KEATING  
KELLY N. CATOE**

315 S. Hyde Park Avenue  
Tampa, Florida 33606  
(813) 251-8659  
Fax (813) 254-6153  
www.hnh-law.com

OFFICES IN:  
  
TAMPA  
SUN CITY CENTER

December 21, 2006

**VIA FEDERAL EXPRESS # 8542 9300 3195**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

Re: Kelly Partnership and Kelly Holdings, LLC

Dear Sir or Madam:

We have enclosed the following documents for filing regarding the above-referenced matter:

- Partnership Registration Statement
- Plan of Conversion for General Partnership
- Articles of Organization for Kelly Holdings, LLC
- Certificate of Conversion

We have also enclosed a check in the amount of \$200.00 to cover the cost of filing fees for the aforementioned documents; \$50.00 for the Partnership Registration Statement; \$125.00 for the Articles of Organization; and \$25.00 for the Certificate of Conversion.

Please provide to us confirmation of filing of the enclosed documents. If you have any questions, please contact our office.

Very truly yours,



Christopher H. Norman  
For the Firm

CHN:jcr  
Enclosures

cc: Kerry M. Kelly  
Chris P. Kelly  
Laura Platter  
Wayne Jefferson  
Sarah P. Foxx  
Phillip P. Carroll

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TALLAHASSEE, FLORIDA

## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Kelly Partnership  
(Name of Partnership)

The enclosed Partnership Registration Statement and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

James P. Hines, Esquire  
(Name of Person)

Hines Norman Hines, P.L.  
(Firm/Company)

315 South Hyde Park Avenue  
(Address)

Tampa, FL 33606  
(City/State and Zip Code)

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TALLAHASSEE, FLORIDA

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For further information concerning this matter, please call:

James P. Hines, Esquire at ( 813 ) 251-8659  
(Name of Person) (Area Code & Daytime Telephone Number)

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

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

**CERTIFICATE OF CONVERSION**

Pursuant to Florida Statutes, §§608.439 and 620.8914, the following Florida general partnership hereby submits the attached articles of organization and this certificate of conversion to convert to a Florida limited liability company.

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

Kelly Partnership

2. The "Other Business Entity" is a Florida general partnership, first organized under the laws of the State of Florida on January 1, 1995.

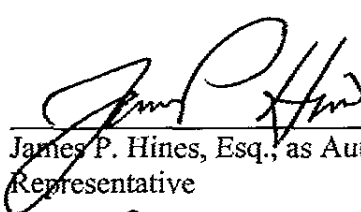
3. The name of the limited liability company as set forth in the attached articles of organization is:

Kelly Holdings, LLC

4. Kelly Holdings, LLC is a Florida limited liability company organized under and governed by the laws of the State of Florida.

5. A Plan of Conversion describing the terms and conditions of the conversion of Kelly Partnership to Kelly Holdings, LLC has been approved by all partners of Kelly Partnership as required by the Florida Limited Liability Company Act and the Revised Uniform Partnership Act of 1995.

6. The effective date of the conversion is January 1, 2007.

  
James P. Hines, Esq., as Authorized  
Representative

Date: December 21, 2006

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION**  
**FOR FLORIDA LIMITED LIABILITY COMPANY**

The undersigned authorized representative, desiring to form a limited liability company pursuant to the provisions of the Florida Limited Liability Company Act, hereby submits, and files with the Florida Department of State, these Articles of Organization.

**ARTICLE I - NAME**

The name of the limited liability company created hereby (hereinafter, the "Company") is: **KELLY HOLDINGS, LLC**

**ARTICLE II - PURPOSE**

The Company's business activities shall include, but not be limited to, the acquisition, disposition, leasing, management, and maintenance of real property and personal property, and managing investment and portfolio assets. The Company shall have the same powers as an individual to do all things necessary to carry out its business and affairs, including, without limitation, all powers permitted by the Florida Limited Liability Company Act, and the power to:

- (a) Sue and be sued, and defend, in its name.
- (b) Purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property, or any legal or equitable interest in property, wherever located.
- (c) Sell, convey, mortgage, grant a security interest in, lease, exchange, and otherwise encumber or dispose of, all or any part of its property.
- (d) Purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, grant a security interest in, or otherwise dispose of and deal in and with, shares or other interests in or obligations of any other entity.
- (e) Make contracts or guarantees, or incur liabilities; borrow money; issue its notes, bonds, or other obligations, which may be convertible into or include the option to purchase other securities of the Company; or make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting limited liability company; a corporation which owns, directly or indirectly, a majority of the outstanding membership interests of the contracting limited liability company; or a corporation the majority of the stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding membership interests of the contracting limited liability company, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting limited liability company; or make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting limited liability company.

(f) Lend money, invest or reinvest its funds, and receive and hold real or personal property as security for repayment.

(g) Conduct its business, locate offices, and exercise the powers granted by Florida Statutes Chapter 608 within or without the State of Florida.

(h) Select managers and appoint officers, directors, employees, and agents of the Company, define their duties, fix their compensation, and lend them money and credit.

(i) Make donations for the public welfare or for charitable, scientific, or educational purposes.

(j) Pay pensions and establish pension plans, pension trusts, profit-sharing plans, retirement plans, bonus plans, option plans, and benefit or incentive plans for any or all of its current or former managers, members, officers, agents, and employees.

(k) Be a promoter, incorporator, shareholder, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

(l) Make payments or donations or do any other act not inconsistent with law that furthers the business of the Company.

### ARTICLE III- ADDRESS

The mailing address and street address of the principal office of the Company shall be as follows:

1322 SW 12<sup>th</sup> Avenue  
Gainesville, FL 32608

### ARTICLE IV- DURATION

The existence of the Company shall commence on January 1, 2007, and shall thereafter be perpetual, unless dissolution or conversion occurs according to law.

### ARTICLE V- MANAGEMENT

The Company shall be managed by a manager or managers, and the names and addresses of the manager or managers of the Company shall be maintained by the Company and kept with its business records.

### ARTICLE VI- MEMBERS

The names and addresses of the members of the Company shall be maintained by the Company and kept with its business records.

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TALLAHASSEE, FLORIDA

## **ARTICLE VII- ADMISSION OF ADDITIONAL MEMBERS**

The members may admit additional members in accordance with the operating agreement pertaining to the Company.

## **ARTICLE VIII- OWNERSHIP**

The ownership interests of the members of the Company shall be in accordance with the membership or ownership certificates issued by the Company.

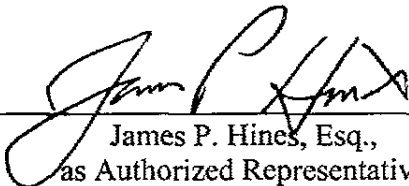
## **ARTICLE IX- REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Company in the State of Florida is 315 South Hyde Park Avenue, Tampa, Florida 33606, and the name of the registered agent at such address is James P. Hines.

## **ARTICLE X- MEMBERSHIP UNITS**

The total number of membership units authorized to be issued by the Company shall be 10,000 units, par value \$.01. Each of the said units shall entitle the holder thereof to one (1) vote at any meeting of the members. All or any part of said units may be paid for in cash, in property, or in labor or services at a fair valuation to be fixed by the manager or managers of the Company at a meeting called for such purposes. All membership units then issued shall be paid for and shall be nonassessable. The Company elects to have preemptive rights.

IN WITNESS WHEREOF, the undersigned representative has executed these Articles of Organization, and hereby acknowledges that the facts stated herein are true.

  
\_\_\_\_\_  
James P. Hines, Esq.,  
as Authorized Representative  
Date: December 21, 2006

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TALLAHASSEE, FLORIDA

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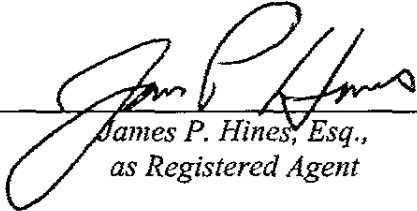
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF FLORIDA STATUTE SECTION 608.415, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: **KELLY HOLDINGS, LLC**
2. The name and the Florida street address of the registered agent are:

James P. Hines, Esq.  
Hines Norman Hines, P.L.  
315 South Hyde Park Avenue  
Tampa, Florida 33606

*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.*

  
James P. Hines, Esq.,  
as Registered Agent

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TALLAHASSEE, FLORIDA

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