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December 22, 2006

## VIA UPS OVERNIGHT DELIVERY

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: McMorrow Investments, LLC

Dear Sir/Madam:

Enclosed please find a Certificate of Conversion with Articles of Organization attached thereto for the above limited liability company, together with our firm's check in the sum of \$180.00 made payable to the Secretary of State for the filing fee. Please file this document at your earliest convenience and return a certified copy to me in the UPS overnight envelope provided.

If you have any questions or need additional information, please call me.

Sincerely,

Judy Rosenfeld, Legal Assistant to  
David M. Silberstein

/jr  
Enclosures

SARASOTA MAILING ADDRESS  
P.O. BOX 3798  
SARASOTA, FLORIDA 34230  
attorney@kirkpinkerton.com

720 SOUTH ORANGE AVENUE  
SARASOTA, FLORIDA 34236  
TELEPHONE 941•364•2400  
FACSIMILE 941•364•2490

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BRADENTON, FLORIDA 34205-7435  
TELEPHONE 941•744•2288  
FACSIMILE 941•744•9691

Direct Dial  
(941) 364-2414  
Reply to Sarasota

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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:

**The McMorrow Family Limited Partnership**  
(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a **limited partnership**.  
(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 **Massachusetts**  
(Enter state, or if a non-U.S. entity, the name of the country)

on **12/03/1999**.  
(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:

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

**McMorrow Investments, LLC**  
(Enter Name of Florida Limited Liability Company)

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5. If not effective on the date of filing, enter the effective date:\_\_\_\_\_.  
(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 22nd day of December 2006.

Signature of Authorized Person: \_\_\_\_\_



Printed Name: John F. McMorrow Title: Manager

**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)

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION  
OF  
MCMORROW INVESTMENTS, LLC

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company ("Company") under the laws of the State of Florida, does set forth the following:

ARTICLE I - NAME

The name of the Company is MCMORROW INVESTMENTS, LLC.

ARTICLE II - DURATION

The duration of the Company is perpetual.

ARTICLE III - ADDRESS AND PLACE OF BUSINESS

The mailing address and street address of the principal place of the principal office of the Company in Florida is:

9419 Discovery Terrace, #202  
Bradenton, Florida 34212

ARTICLE IV - PURPOSE

The purposes of the Company shall be to make investments, to borrow and lend money, to pledge the assets of the Company for any loan, to buy, sell and trade stocks, bonds and securities of any nature, and in connection therewith, to open and maintain margin accounts, to own, improve, operate, lease, manage, construct, develop, convert to condominiums, and sell (in parts or in one bulk sale transaction) real estate, either directly or indirectly, and any business related thereto or useful in connection therewith, and any other lawful business purpose or activity permitted by the Florida Limited Liability Company Act (the "Act"). The Company shall have all powers of a limited liability company as provided in the Act, including authorization to purchase, mortgage, sell, lease, manage, develop, convert to condominiums, construct, renovate, operate, improve, alter, transfer, joint venture or otherwise convey and encumber all or any portion of the Company's property at any time and from time to time, and to do all other things necessary or appropriate to carry out the foregoing purposes.

Prepared by: David M. Silberstein, Esq.  
Kirk Pinkerton  
720 South Orange Avenue  
Sarasota, Florida 34236  
(941) 364-2481  
Atty Bar #0436876

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ARTICLE V - NAME AND STREET ADDRESS OF REGISTERED AGENT

The name and address of the initial registered agent in Florida for the Company is as follows:

David M. Silberstein  
720 South Orange Avenue  
Sarasota, Florida 34236

ARTICLE VI - MEMBERS

The Company shall have such Members as may be admitted from time to time in accordance with these Articles of Organization and the Operating Agreement of the Company.

ARTICLE VII - MANAGEMENT

The Company is to be manager-managed as provided in the Operating Agreement. The name and address of the manager, who will serve as manager until the first annual meeting of Members, or until his successor is elected and qualified, is as follows:

John F. McMorrow                      9419 Discovery Terrace, #202  
Bradenton, Florida 34212

ARTICLE VIII - INDEMNIFICATION

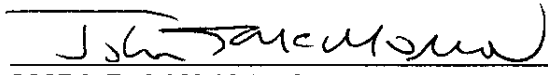
The Company shall indemnify each managing Member, manager and officer to the fullest extent permitted by the Florida Limited Liability Company Act.

ARTICLE IX - COMMENCEMENT OF EXISTENCE

In accordance with Section 608.409, Florida Statutes, the date when existence of the Company shall commence is the date of subscription and acknowledgment of these Articles of Organization. In the event these Articles of Organization are not filed within the time period set forth in Section 608.409, Florida Statutes, the date when existence of the Company shall commence is the date of filing by the Secretary of State.

Under penalties of perjury I declare that I have read the foregoing Articles of Organization and that the facts alleged are true, to the best of my knowledge and belief.

Dated: December 22, 2006


  
JOHN F. MCMORROW, as Trustee, McMorrow  
2006 Investment Trust, dtd. 7/21/06, Member

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ACCEPTANCE BY REGISTERED AGENT

I, the undersigned appointed registered agent of MCMORROW INVESTMENTS, LLC, being familiar with the obligations of such position, hereby accept such appointment, agree to act in such capacity and accept the obligations proposed by Section 608.415, Florida Statutes.

DATED this 22nd day of December, 2006.

  
\_\_\_\_\_  
DAVID M. SILBERSHEIN, Registered Agent

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