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CERTIFICATE OF CONVERSION FOR LIMITED LIABILITY PARTNERSHIP INTO FLORIDA LIMITED LIABILITY COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Conversion and the attached Articles of Organization are submitted to convert the following Florida Limited Liability Partnership into a Florida Limited Liability Company in accordance with s. 620.8914 and 608.439, Florida Statutes.

- 1. The name of the Florida Limited Liability Partnership immediately prior to filing this Certificate of Conversion is: <u>G & D ENTERPRISES, LLP</u> GPODDD / 499
- 2. The Florida Limited Liability Partnership was first organized, formed or incorporated under the laws of <u>Florida</u> on August 23, 2000
- 3. If the jurisdiction of the Florida Limited Liability Partnership was changed, the state or country under the laws of which it is now organized, formed or incorporated: Not Applicable
- 4. The name of the Florida Limited Liability Company as set forth in the <u>attached Articles</u> of Organization is: <u>G & D ENTERPRISES, LLC</u>
- 5. The Conversion was approved by the converting Partnership as required by Chapter 620, Florida Statutes
- 6. The converting Florida Limited Liability Partnership hereby converts into a Limited Liability Company in compliance with Chapter 620, Florida Statutes, and with Chapter 608 Florida Statutes
- 7. This conversion shall be effective on December 31, 2006, or if earlier immediately upon filing with the Florida Department of State

Signed this 27 day of December, 2006.

Donald F. Rogers

ARTICLES OF ORGANIZATION OF G & D ENTERPRISES, LLC A Florida Limited Liability Company



ARTICLE I NAME

The name of this limited liability company is G & D ENTERPRISES, LLC, referred to in these Articles of Organization as the "Company".

ARTICLE II MAILING AND STREET ADDRESS

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

7901 Via Bonita Sanford, Fl 32771

ARTICLE III COMMENCEMENT OF COMPANY'S EXISTENCE

The Company's existence commenced as a Florida general partnership on August 23, 2000.

ARTICLE IV REGISTERED AGENT

The address of the initial Registered Office and the Registered Agent at such address are as follows:

William R. Lowman, Jr., Esq. Shuffield, Lowman & Wilson, P.A. 1000 Legion Place, Suite 1700 Orlando, FL 32801

ARTICLE V MANAGEMENT

The Company is to be a manager-managed company. A manager may receive compensation for his services.

ARTICLE VI APPLICABLE LAW

The Company is created pursuant to Chapter 608, Florida Statutes, and shall be governed by the laws of the State of Florida.

William R. Loyman, Jr., as Authorized Representative

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned submits the following statement of acceptance of his designation as Registered Agent for the Company:

Having been named as Registered Agent and 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 as provided for in Chapter 608 of the Florida Statutes.

William R. Lowman, Jr.

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