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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

P05-117699

(Document Number)

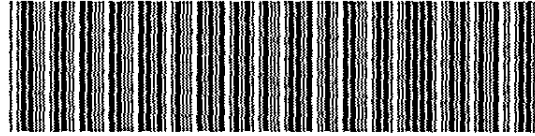
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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the mcleod firm
attorneys

1200 plantation island drive s.
suite 140
st. augustine, fl. 32080

January 16, 2007

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

RE: Goode Works, LLC
Certificate of Conversion
Articles of Organization

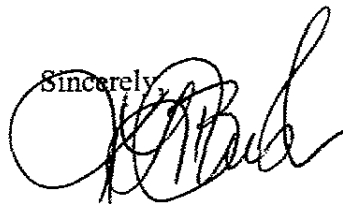
Dear Sir or Madam:

Please find enclosed an original *Certificate of Conversion* and *Articles of Organization* for filing. Also enclosed is a check in the amount of \$150.00 which represents the filing fees.

Kindly return the enclosed copies with date stamps of receipt in the envelope provided.

Thank you for your assistance and please contact my office if further work or information is required.

Sincerely,



Kristina L. Bush, CLA
Paralegal to
Robert L. McLeod II

cc: William T. Goode
/klb

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2007 JAN 22 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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<http://themcleodfirm.com>

CERTIFICATE OF CONVERSION

FOR

**GOODE WORKS, INC.
(Other Business Entity)**

INTO

**GOODE WORKS, LLC
(Florida Limited Liability Company)**

This Certificate of Conversion and attached Articles of Organization are submitted to convert "Goode Works, Inc." 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 **Goode Works, Inc.**
2. The "Other Business Entity" is a corporation first organized, formed or incorporated under the laws of Florida on August 23, 2005.
3. The jurisdiction of the "Other Business Entity" was not changed.
4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is **Goode Works, LLC.**
5. The effective date of filing will be the date of receipt by the Florida Department of State.

Signed this 16th day of January, 2006.


WILLIAM T. GOODE
Manager

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
FOR
GOODE WORKS, LLC**

ARTICLE I: The name of the Limited Liability Company is Goode Works, LLC.

ARTICLE II: The mailing and street address of the principal office of the Limited Liability Company is: 2675 B Dobbs Road, St. Augustine, Florida 32086

ARTICLE III: The name and the Florida street address of the registered agent are:
Robert L. McLeod II, Esquire, 1200 Plantation Island Drive S., Suite 140, St. Augustine, Florida 32080.

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, F.S.


Robert L. McLeod II

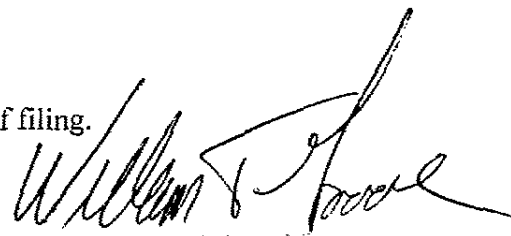
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TALLAHASSEE, FLORIDA

ARTICLE IV: The name and address of each Manager or Managing Member is as follows:

William T. Goode
Manager
2675 B Dobbs Road
St. Augustine, FL 32086

Mary R. Goode
Managing Member
2675 Dobbs Road
St. Augustine, FL 32086

ARTICLE V: The effective date will be the date of filing.


WILLIAM T. GOODE
Manager

In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.