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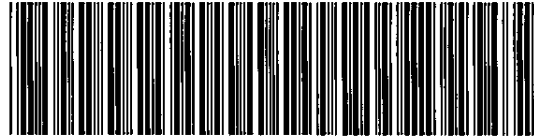
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PLEASE REPLY TO: JACKSONVILLE OFFICE

www.fishertousey.com

FISHER, TOUSEY, LEAS & BALL
ATTORNEYS AT LAW

February 27, 2007

VIA FEDEX

Department of State
Division of Corporations
2661 Executive Center Circle West
Tallahassee, Florida 32301

Re: Certificate of Conversion

On behalf of our client, Pritchett & Pritchett, LLC, enclosed please find a Certificate of Conversion and Articles of Organization converting the Florida general partnership into a Florida limited liability company. Also enclosed is a check made payable to the Florida Department of State for \$150.00, which includes the \$25.00 fee for the Certificate of Conversion and the \$125.00 for the filing of the Articles of Organization.

Please forward the filed Certificate of Conversion and Articles of Organization to my attention.

Sincerely,

Steven E. Marshall
Paralegal

Enclosures
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CERTIFICATE OF CONVERSION

Pursuant to Section 608.439, Florida Statutes, PRITCHETT & PRITCHETT, a Florida general partnership (the "Partnership"), hereby submits the attached Articles of Organization for PRITCHETT & PRITCHETT, LLC, a Florida limited liability company (the "Company"), and this Certificate of Conversion to convert the Partnership into a Florida limited liability company.

FIRST: The name of the general partnership immediately prior to filing this Certificate of Conversion was PRITCHETT & PRITCHETT.

SECOND: The date on which and the jurisdiction in which the general partnership was first created or otherwise came into being are:

A. Date: September 20, 1990.

B. Jurisdiction: Florida

Immediately prior to filing this Certificate of Conversion, the Partnership was a Florida general partnership.

THIRD: The name of the limited liability company as set forth in the attached Articles of Organization is PRITCHETT & PRITCHETT, LLC.

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



Jon W. Pritchett, Partner

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ARTICLES OF ORGANIZATION

OF

PRITCHETT & PRITCHETT, LLC

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The undersigned, for the purpose 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 I

NAME

The name of the limited liability company shall be Pritchett & Pritchett, LLC (the "Company"). The mailing and street address of the principal office of the Company in Florida shall be 1050 SE 6th Street, Lake Butler, Florida 32054.

ARTICLE II

PURPOSES AND POWERS

The general purpose for which this Company is organized is 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 III

REGISTERED OFFICE AND AGENT

The name and street address of the registered agent in the State of Florida are: Jon W. Pritchett, 1050 SE 6th Street, Lake Butler, Florida 32054.

ARTICLE IV

ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only upon the unanimous consent of all the members.

ARTICLE V

ADMISSION AND WITHDRAWAL OF MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of the members of the Company.

ARTICLE VI
TERMINATION OF EXISTENCE

The Company shall not be dissolved upon the occurrence of any event that terminates the continued membership of a member in the Company, provided there is at least one remaining member. The Company shall be terminated and dissolved upon the consent of all of the members.

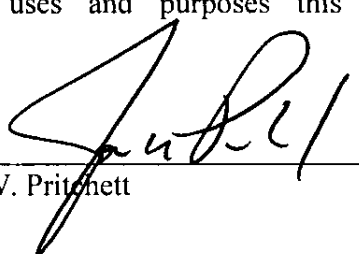
ARTICLE VII
MANAGER

The Company shall be managed by one or more managers and is, therefore, a manager-managed limited liability company. The managers shall be elected in the manner set forth in the Operating Agreement of the Company. The managers shall hold the offices and have the responsibilities accorded to them by the members as set forth in the Operating Agreement.

ARTICLE VIII
DURATION

The Company shall exist perpetually. Corporate existence shall commence on the date these Articles of Organization are executed, except that if they are not filed by the Department of State of the State of Florida within five (5) business days thereafter, corporate existence shall commence upon filing by the Department of State.

IN WITNESS WHEREOF, the undersigned Member has made and subscribed these Articles of Organization for the foregoing uses and purposes this 12 day of February, 2007.



Jon W. Pritchett

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

Pursuant to the provisions of Florida Statutes, Pritchett & Pritchett, LLC, a Florida limited liability company (the "Company"), submits the following statement in designating the registered office/registered agent of the Company in the State of Florida:

1. The name of the limited liability company is: Pritchett & Pritchett, LLC.
2. The name and address of the registered agent and office are: Jon W. Pritchett, 1050 SE 6th Street, Lake Butler, Florida 32054.

ACKNOWLEDGMENT:

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 the Florida Limited Liability Company Act.

DATED: This 1st day of February, 2007.



Jon W. Pritchett, Registered Agent

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