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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

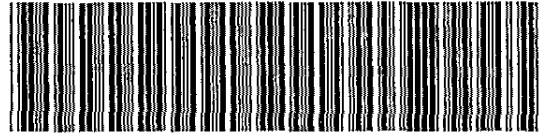
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TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: RED ROCK STABLE, LLC

(Name of Resulting Florida Limited Company)

The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 608.439, F.S.

Please return all correspondence concerning this matter to:

SAL ABECASIS

(Contact Person)

ALLSTATE CORPORATE SERVICES CORP.

(Firm/Company)

1222 AVENUE M, SUITE 201

(Address)

BROOKLYN, NY 11230

(City, State and Zip Code)

For further information concerning this matter, please call:

SAL ABECASIS

(Name of Contact Person)

at (800) 906-9220 x 213

(Area Code and Daytime Telephone Number)

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TALLAHASSEE, FLORIDA

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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:

RED ROCK STABLE

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a GENERAL 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 FLORIDA STATE
(Enter state, or if a non-U.S. entity, the name of the country)

on 11-14-2006 GPO6-2068
(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:

N/A

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

RED ROCK STABLE, LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: N/A

Signed this 17 day of JANUARY, 2007

**

Signature of Authorized Person: _____



Printed Name: JASON L. SCHWARTZ Title: Partner / Managing Member

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

RED ROCK STABLE, LLC

(Must end with the words "Limited Liability Company," "Limited Company" or their abbreviation "LLC," or "L.C.,")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

6410 NW 98TH LANE
PARKLAND, FL 33076

Mailing Address:

6410 NW 98TH LANE
PARKLAND, FL 33076

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

JASON L. SCHWARTZ

6410 NW 98TH LANE

PARKLAND, FL 33076

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TALLAHASSEE, FLORIDA

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..

**


Registered Agent's Signature (REQUIRED)

(CONTINUED)

Page 1 of 2

ARTICLE IV- Manager(s) or Managing Member(s):

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

Title:

"MGR" = Manager

"MGRM" = Managing Member

MGRM

Name and Address:

JASON L. SCHWARTZ

6410 NW 98TH LANE

PARKLAND, FL 33076

MGRM

RICHARD J. NICOSIA

6410 NW 98TH LANE

PARKLAND, FL 33076

ARTICLE V: Effective date, if other than the date of filing: N/A

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TALLAHASSEE, FLORIDA

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Signature of a member or an authorized representative of a member.

(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.)

JASON L. SCHWARTZ

Typed or printed name of signer