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SECRETARY OF STATE
ALL AHASSEF, FLORID

March 20, 2007

Department of State, Florida Clifton Building 2611 Executive Center Circle Tallahassee FL 32301

Re:

Order #: 6879309 SO

Customer Reference 1: 24528.00001

Customer Reference 2:

Dear Department of State, Florida:

Please file the attached:

Manhattan Finance Company, L.P. (TX)

Conversion

Florida

Manhattan Finance Company, LLC (FL)

Formation

Florida

Rooney Finance Company, L.P. (TX)

Conversion

Florida

Rooney Finance Company, LLC (FL)

Formation

Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to the attention of the undersigned.





If for any reason the enclosed cannot be filed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Connie R Bryan Senior Fulfillment Specialist Connie.Bryan@wolterskluwer.com OTHIR 19 PH 3: 14

Certificate of Conversion For "Other Business Entity" Into Florida Limited Liability Company

SCOUNTS ON SILVENSIAN ON SILVE 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.

(Enter Name of Florida Limited Liability Company)
Rooney Finance Company, LLC
4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization:
Not applicable
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:
(Enter date "Other Business Entity" was first organized, formed or incorporated
on September 24, 2002
first organized, formed or incorporated under the laws of Texas (Enter state, or if a non-U.S. entity, the name of the country)
(Enter entity type. Example: corporation, limited partnership, sole proprietorship general partnership, common law or business trust, etc.)
2. The "Other Business Entity" is a limited partnership
(Enter Name of Other Business Entity)
Certificate of Conversion is: Rooney Finance Company, L.P.
1. The name of the "Other Business Entity" immediately prior to the filing of this

Page 1 of 2

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 document is filed by the Florida Department of State; AND 2) must be effective date listed in the attached Articles of Organization, if an effective date listed in the attached Articles of Organization, if an effective date listed in the attached Articles of Organization, if an effective date listed therein.)	e the same as the
Signed this 19th day of March 20 07	
Signature of Authorized Person:	
Printed Name: Dee A. Replogle, Jr. Title: Manager of Rooney Manager	nent Company, General Partner

Page 2 of 2

\$25.00

\$125.00

\$30.00 (Optional) \$5.00 (Optional)

Fees:

Certificate of Conversion:

Fees for Florida Articles of Organization: Certified Copy: Certificate of Status:

COMPANY SALA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPAN

ARTICLE I - Name:

The name of the Limited Liability Company is:

Rooney Finance Company, LLC

(Must and 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:	Mailing Address:
649 Fifth Avenue South, Naples, FL 34102	649 Fifth Avenue South, Naples, FL 34102

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

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

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

Kevin P. Moore

649 Fifth Avenue South

Florida street address (P.O. Box NOT acceptable)

Naples, Florida 34102

City, State, and Zip

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 pasition as registered agent as provided for in I 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:

	Name and Address:
"MGR" = Manager "MGRM" = Managing Member	•
MGR	Kevin P. Moore
	649 Fifth Avenue South, Naples, FI
MGR	Dee A. Replogle. Jr.
	649 Fifth Avenue South, Naples, FI
	·
	(Use attachment if necessary)
VAL) fective date is listed, the date i	an the date of filing: must be specific and cannot be more than five
NAL) Sective date is listed, the date is days prior to or 90 days after the date is listed. REQUIRED SIGNATURE:	an the date of filing: must be specific and cannot be more than five the date of filing.)
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days prior to or 90 days after the date is listed, the date is days prior to or 90 days after the days prior the days prior to or 90 days after the days pri	an the date of filing: must be specific and cannot be more than five the date of filing.)
Signature of a member or a (In accordance with section of this document constitutes that the factors	must be specific and cannot be more than five the date of filing.) an authorized representative of a member. 608.408(3), Florida Statutes, the execution an affirmation under the penalties of perjury

Filing Fees:

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent
\$ 30.00 Certified Copy (Optional)
\$ 5.00 Certificate of Status (Optional)

Page 2 of 2