

L070000343388

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

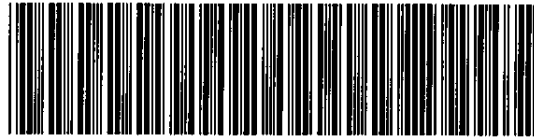
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

W07-10684

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 2, 2007

FISHER TOUSEY LEAS & BALL  
ONE INDEPENDENT DRIVE SUITE 2600  
JACKSONVILLE, FL 32202

SUBJECT: BEACHES EYE ASSOCIATES, LLC  
Ref. Number: W07000010684

We have received your document for BEACHES EYE ASSOCIATES, LLC and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The enclosed document cannot be filed with the Florida Department of State until a Partnership Registration Statement for this partnership is filed and made of record with this office. For your convenience, we are enclosing the appropriate form and instructions.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt  
Document Specialist

Letter Number: 607A00015230

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PLEASE REPLY TO: JACKSONVILLE OFFICE

www.fishertousey.com

**FISHER, TOUSEY, LEAS & BALL**  
ATTORNEYS AT LAW

February 28, 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, Beaches Eye Associates, 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

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 TALLAHASSEE, FLORIDA

Enclosures  
146446

**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:

Beaches Eye Associates Partnership

(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

(Enter state, or if a non-U.S. entity, the name of the country)

on July 6, 1995

(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:

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

Beaches Eye Associates, LLC

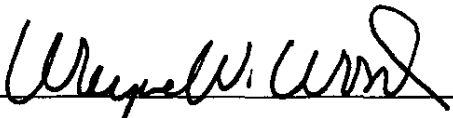
(Enter Name of Florida Limited Liability Company)

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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 the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

Signed this 31st day of January 2007.

Signature of Authorized Person: 

Printed Name: Wayne W. Wood Title: Manager

**Fees:**

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

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**ARTICLES OF ORGANIZATION**  
**OF**  
**BEACHES EYE ASSOCIATES, LLC**

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 Beaches Eye Associates, LLC (the "Company"). The mailing and street address of the principal office of the Company in Florida shall be 1500 Riverside Avenue, Jacksonville, Florida 32204.

**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: Wayne W. Wood, 1500 Riverside Avenue, Jacksonville, Florida 32204.

**ARTICLE IV**

**ADMISSION OF MEMBERS**

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

**ARTICLE V**

**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

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member. The Company shall be terminated and dissolved upon the consent of all of the members.

## ARTICLE VI

### MANAGER

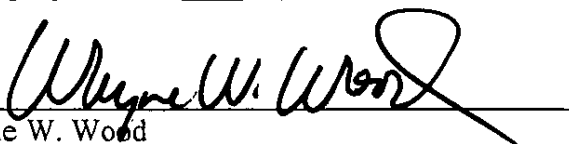
The Company shall be managed by one or more managers and is, therefore, a manager-managed limited liability company. The managers shall be elected in the manner set forth in the Operating Agreement of the Company. The managers shall hold the offices and have the responsibilities accorded to them by the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

## ARTICLE VII

### 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 31st day of January, 2007.

  
Wayne W. Wood

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. . . .

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


Pursuant to the provisions of Florida Statutes, Beaches Eye Associates, 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 Company is: Beaches Eye Associates, LLC.
2. The name and address of the registered agent and office are: Wayne W. Wood, 1500 Riverside Avenue, Jacksonville, Florida 32204.

**ACKNOWLEDGMENT:**

Having been named as registered agent and to accept service of process for the 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 31st day of January, 2007.

  
\_\_\_\_\_  
Wayne W. Wood

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