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# FARR LAW FIRM

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April 26, 2007

## U.S. MAIL OVERNIGHT SERVICE

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Re: Cleveland Marketplace, Ltd. (Document Number A97000000799)

Dear Sir/Madam:

The enclosed Certificate of Conversion, Articles of Organization, and fees in the amount of \$180.00 are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with §608.439, F.S. and obtain a certified copy of same. Also enclosed are the articles of organization for the filing of the limited liability company.

Please return all correspondence and certified copy concerning this matter to:

Jack O. Hackett II  
Farr, Farr, Emerich, Hackett and Carr, P.A.  
99 Nesbit Street  
Punta Gorda, FL 33950

For further information concerning this matter, please call Jill McCrory at (941) 505-9961. Thank you for your assistance in this matter.

Sincerely yours,

Jack O. Hackett II  
For the Firm

JOH/jcm  
Enclosures  
003872.0022.3

99 NESBIT STREET • PUNTA GORDA, FL 33950 • OFFICE: 941.639.1158  
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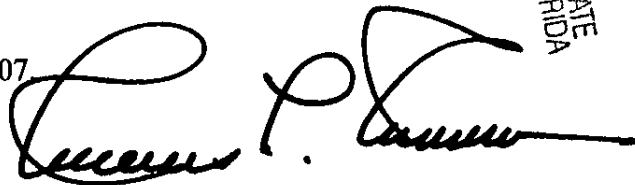
ANTHONY DUBBANEH

Certificate of Conversion  
For  
CLEVELAND MARKETPLACE, LTD  
Into  
CLEVELAND MARKETPLACE, LLC

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 §608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is: CLEVELAND MARKETPLACE, LTD.
2. The "Other Business Entity" is a limited partnership first organized, formed or incorporated under the laws of the State of Florida on April 9, 1997.
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization: CLEVELAND MARKETPLACE, LLC.
4. The conversion shall be effective on the date of filing.

Signed this 23<sup>rd</sup> day of April, 2007



Thomas L. Thomason  
Authorized Representative of  
Limited Partnership

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**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I — Name:**

The name of the Limited Liability Company is:

**Cleveland Marketplace, LLC**

**ARTICLE II — Address:**

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

**Street Address: Cleveland Marketplace, LLC  
753 Rabon Road  
Laurens, SC 29360**

**Mailing Address: c/o Jack O. Hackett II, Esquire  
Farr, Farr, Emerich, Hackett, and Carr, P.A.  
99 Nesbit Street  
Punta Gorda, FL 33950**

**ARTICLE III — Registered Agent, Registered Office, & Registered Agent's Signature:**

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

**Jack O. Hackett II, Esquire  
Farr, Farr, Emerich, , Hackett and Carr, P.A.  
99 Nesbit Street  
Punta Gorda, FL 33950**

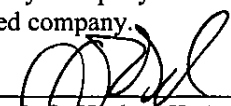
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*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. 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*

  
\_\_\_\_\_  
Jack O. Hackett II, Registered Agent

**ARTICLE IV – Management**

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager – managed company.

  
\_\_\_\_\_  
Jack O. Hackett II, Authorized Representative of Members

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