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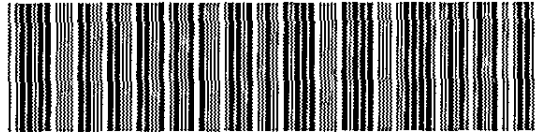
(Business Entity Name)

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SUFFICIENCY OF FILING



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 914206 7578406

AUTHORIZATION :

COST LIMIT : \$ 150.00

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07 MAY 23 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Spurlock

ORDER DATE : May 23, 2007

ORDER TIME : 12:43 PM

ORDER NO. : 914206-005

CUSTOMER NO: 7578406

DOMESTIC AMENDMENT FILING

NAME: SHAW AERO DEVELOPMENT, INC.

EFFECTIVE DATE:

XX ARTICLES OF CONVERSION FROM INC TO LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds -- EXT# 2933

EXAMINER'S INITIALS: _____

**CERTIFICATE AND PLAN OF CONVERSION
FOR
SHAW AERO DEVELOPMENT, INC.
INTO
SHAW DEVELOPMENT, LLC**

FILED
07 MAY 23 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
P020000687457

This Certificate and Plan of Conversion and attached Articles of Organization are submitted to convert **SHAW AERO DEVELOPMENT, INC.**, a Florida corporation (the "Corporation"), into **SHAW DEVELOPMENT, LLC**, a Florida limited liability company (the "LLC"), in accordance with Sections 607.1112 and 608.439, Florida Statutes.

1. **SHAW AERO DEVELOPMENT, INC.**, a Florida corporation, was formed on August 13, 2002 as a result of the merger of **SHAW AERO DEVELOPMENT, INC.**, a New York corporation with **SHAW AERO DEVELOPMENT NEWCO, INC.**, a Florida corporation, pursuant to a Plan of Merger adopted by each of the entities on November 29, 2002, and filed with the Florida Secretary of State on December 18, 2002, as a result of which the name of **SHAW AERO DEVELOPMENT NEWCO, INC.** was changed to **SHAW AERO DEVELOPMENT, INC.**
2. The name of the Florida limited liability company is **SHAW DEVELOPMENT, LLC**, and it will be the resulting entity which will be governed by the laws of Florida.
3. This Certificate and Plan of Conversion shall be effective upon filing.
4. Pursuant to the conversion transaction ("Plan of Conversion"), the shares of issued and outstanding stock of the Corporation ("Shares") shall be converted into membership interests ("Member Interests") in the LLC, as follows: The shares held by each shareholder of the Corporation immediately prior to the conversion transaction, when expressed as a percentage of the then total issued and outstanding shares, shall be converted into the same percentage of member interests in the LLC such that the percentage of stock ownership in the Corporation held by each shareholder immediately prior to the conversion transaction will equal the same percentage of member interests in the LLC held by that (former) shareholder (and now a member of the LLC) immediately after the conversion transaction.
5. The Articles of Organization of the LLC, its charter documents, are as set forth in Exhibit A attached hereto.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion as of the 21 day of May, 2007.

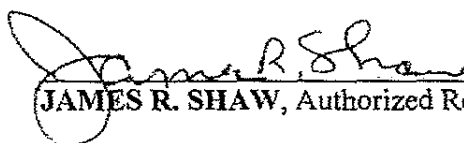

JAMES R. SHAW, Authorized Representative

EXHIBIT A

ARTICLES OF ORGANIZATION
OF
SHAW DEVELOPMENT, LLC
(a Florida limited liability company)

**ARTICLES OF ORGANIZATION
OF
SHAW DEVELOPMENT, LLC
(a Florida limited liability company)**

FILED
07 MAY 23 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, in forming a Florida limited liability company under the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, hereby adopts the following Articles of Organization:

**ARTICLE I
NAME**

The name of the limited liability company is **SHAW DEVELOPMENT, LLC** (hereinafter, the "Company").

**ARTICLE II
MAILING AND PRINCIPAL ADDRESS**

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

c/o James R. Shaw
3580 Shaw Boulevard
Naples, Florida 34117

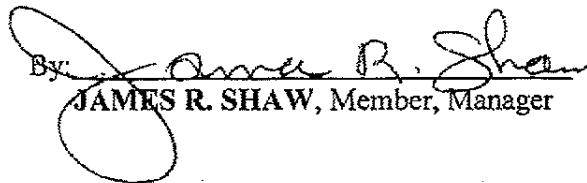
**ARTICLE III
REGISTERED AGENT AND REGISTERED OFFICE**

The name and street address of the Company's registered agent are:

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, Florida 32301

The undersigned has executed these Articles of Organization as of this 24 day of May, 2007.

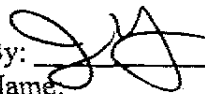
SHAW DEVELOPMENT, LLC

By: 
JAMES R. SHAW, Member, Manager

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for **SHAW DEVELOPMENT, LLC** at the place designated in Article III of the Articles of Organization, **CORPORATION SERVICE COMPANY** hereby accepts the appointment as registered agent, agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties. **CORPORATION SERVICE COMPANY** is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, F.S.

CORPORATION SERVICE COMPANY

By:  **Jeanine Reynolds**
Name: _____ **as its agent**
Date: 5-23, 2007

**WRITTEN CONSENT OF MEMBERS AND MANAGERS
OF
SHAW DEVELOPMENT, LLC**

The undersigned, being all of the Members and Managers of **SHAW DEVELOPMENT, LLC**, a Florida limited liability company (the "Company"), hereby take and adopt the following actions in writing, without a meeting, pursuant to Section 608.4231, Florida Statutes:

1. Election of Managers and Officers

RESOLVED, that the Members hereby elect and appoint the following individual to serve as the Manager of the Company:

JAMES R. SHAW

and be it

FURTHER RESOLVED, that the Members of the Company hereby elect the following persons to the offices set forth opposite their name, to serve in those capacities until their successors are duly elected and qualified, or until their earlier resignation, disability or death:

KEVIN HAWKESWORTH – President
NANCY O'HARA – Secretary/Treasurer

2. Operating Agreement

RESOLVED, that the Operating Agreement attached hereto is hereby adopted as the Operating Agreement of the Company, effective as of _____, 2007.

3. Entity Classification Tax Election

WHEREAS, the Company is the successor in interest to **SHAW AERO DEVELOPMENT, INC.**, a Florida corporation, which was converted into the Company ("Conversion Transaction") pursuant to and in accordance with Sections 607.1112 and 608.439, Florida Statutes, and Articles of Organization which were duly filed in the office of the Florida Department of State, as of _____, 2007; and

WHEREAS, in connection with the Conversion Transaction, the Company is desirous of timely filing with the Internal Revenue Service an Entity Classification Election (IRS Form 8832) electing to be taxed as a corporation, effective as of _____, 2007.

NOW, THEREFORE, BE IT

RESOLVED, that the Manager of the Company is hereby authorized and directed to execute the Entity Classification Election (IRS Form 8832), in the form attached hereto, and to

cause the same to be filed with the Internal Revenue Service, effective as of _____, 2007; and be it

FURTHER RESOLVED, that the Manager of the Company is hereby authorized and directed to execute any other documents, in the name and on behalf of the Company, or to take such additional action, and to pay all such expenses, which in their judgment shall be deemed necessary, proper or advisable in order to fully carry out the intent and to effectuate the purposes of these resolutions.

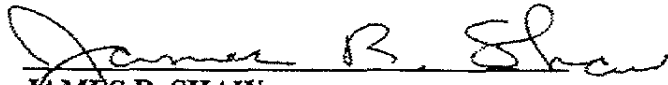
4. Ratification of Prior Acts

RESOLVED, that all legal actions taken by and agreements entered into by the Members, Manager or Officers of the Company on behalf of the Company from the date of its formation to the present date, are hereby ratified and confirmed in all respects.

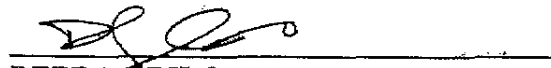
This Written Consent may be executed in any number of counterparts, each of which shall be deemed an original for all purposes and all of which together shall constitute one and the same Written Consent.

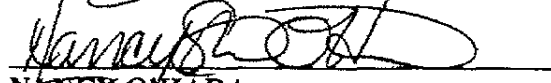
IN WITNESS WHEREOF, the undersigned, being all of the Members and all of the Managers of the Company, have executed this Written Consent effective as of the 21 day of May, 2007.

MEMBERS and MANAGER:


JAMES R. SHAW


PAMELA HAWKESWORTH


DEBRA GRILO


NANCY O'HARA


FRANCIA RYAN


PATRICIA SHAW

WRITTEN CONSENT OF ALL SHAREHOLDERS AND DIRECTORS
of
SHAW AERO DEVELOPMENT, INC.

The undersigned, being all of the Shareholders and all of the Directors of **SHAW AERO DEVELOPMENT, INC.**, a Florida corporation ("Corporation"), do hereby consent and subscribe to the following acts and resolutions in accordance with Section 607.0704 of the Florida Statutes:

WHEREAS, for general business purposes, the Corporation desires to convert into a new Florida limited liability company, **SHAW DEVELOPMENT, LLC** ("LLC"), pursuant to Sections 607.1112 and 608.439 of the Florida Statutes, and in accordance with the Certificate of Conversion ("Certificate") in the form attached hereto ("Conversion Transaction"), effective upon delivery of the Certificate to the Florida Department of State ("Conversion Date"); and

WHEREAS, the LLC will cause to be timely filed with the Internal Revenue Service an Entity Classification Election (IRS Form 8832) electing to be taxed as a corporation, effective as of the Conversion Date; and

WHEREAS, it is intended that this Conversion Transaction qualify as a reorganization under Section 368(a) (1) (F) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, BE IT

RESOLVED, that the Conversion Transaction and the Certificate and Articles, in the forms attached hereto, are hereby ratified, confirmed and approved by all of the Shareholders and all of the Directors of the Corporation; and be it

FURTHER RESOLVED, that pursuant to the Conversion Transaction the shares of issued and outstanding stock of the Corporation ("Shares") shall be converted into membership interests ("Member Interests") in the LLC, as follows: The Shares held by each Shareholder of the Corporation immediately prior to the Conversion Transaction, when expressed as a percentage of the then total issued and outstanding Shares, shall be converted into the same percentage of Member Interests in the LLC such that the percentage of stock ownership in the Corporation held by each Shareholder immediately prior to the Conversion Transaction will equal the same percentage of Member Interests in the LLC held by that (former) Shareholder (and now a Member of the LLC) immediately after the Conversion Transaction ("Plan of Conversion"); and be it

FURTHER RESOLVED, that **JAMES R. SHAW** is hereby authorized, empowered and directed to execute the Certificate in the form attached hereto, and to cause said Certificate to be filed with the Florida Department of State in compliance with the applicable laws of the State of Florida; and be it

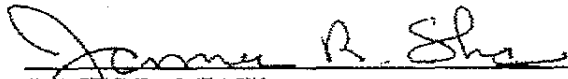
FURTHER RESOLVED, that the appropriate Officers of the Corporation are hereby authorized and directed to execute any other documents, in the name and on behalf of the

Corporation and the LLC, or to take such additional action, and to pay all such expenses, which in their judgment shall be deemed necessary, proper or advisable in order to fully carry out the intent and to effectuate the purposes of these resolutions.

This Written Consent may be executed in any number of counterparts, each of which shall be deemed an original for all purposes and all of which together shall constitute one and the same Written Consent.

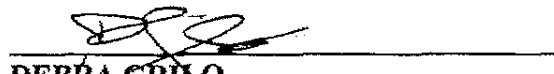
IN WITNESS WHEREOF, the undersigned, being all of the Shareholders and Directors of the Corporation, have executed this Written Consent as the dates set forth below.

SHAREHOLDERS:


JAMES R. SHAW

Dated: May 21, 2007


PAMELA HAWKESWORTH

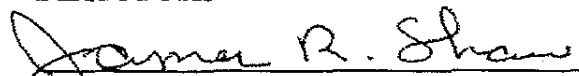

DEBRA GRILO


NANCY O'HARA

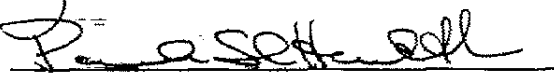

FRANCIA RYAN

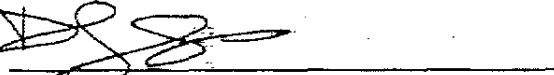

PATRICIA SHAW

DIRECTORS:


JAMES R. SHAW

Dated: May 21, 2007


PAMELA HAWKESWORTH


DEBRA GRILO


NANCY O'HARA


FRANCIA RYAN

PATRICIA SHAW