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(Requestor's Name)

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(Address)

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(Address)

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(City/State/Zip/Phone #)

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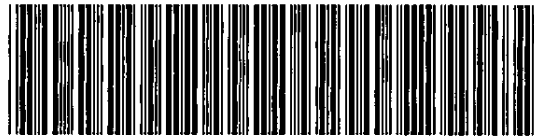
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

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

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DIVISION OF CORPORATIONS  
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**CERTIFICATE OF CONVERSION**

**of**

**YOUNG CIRCLE, a Florida general partnership**

**into**

**YOUNG CIRCLE PROPERTIES, LLC, a Florida limited liability company**

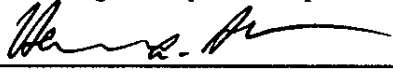
Pursuant to the provisions of the Florida Revised Uniform Partnership Act of 1995 and of Section 608.439 of the Florida Limited Liability Company Act ("Florida Act"), Young Circle, a Florida general partnership (the "Converting Entity") and Young Circle Properties, LLC, a Florida limited liability company (the "Converted Entity") adopt the following Certificate of Conversion (the "Certificate") and certify as follows:

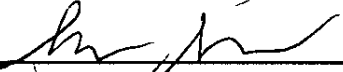
1. The Converting Entity was organized as a Florida general partnership on July 1, 1992.
2. The name of the Converting Entity is Young Circle, which is a Florida general partnership.
3. The name of the Converted Entity shall be Young Circle Properties, LLC, which shall be a Florida limited liability company.
4. The conversion has been approved and unanimously adopted by (i) all of the partners of the Converting Entity in accordance with the Florida Revised Uniform Partnership Act of 1995, and (ii) all of the members and managers of the Converted Entity in accordance with Section 608.439 of the Florida Act.
5. Upon the conversion, each partner of the Converting Entity shall receive the same percentage interest in the Converted Entity that he/she had in the Converting Entity.
6. The effective date of the Conversion shall be the date on which this Certificate of Conversion is filed with the Florida Department of State.

[signature page to follow]

IN WITNESS WHEREOF, the parties hereto have caused this Certificate of Conversion to be executed this 31 day of May, 2007 by each of their duly authorized representatives.


Young Circle,  
a Florida general partnership

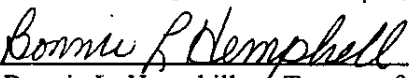
  
\_\_\_\_\_  
Harvey Sheldon, partner

  
\_\_\_\_\_  
Susan Sheldon, partner

  
\_\_\_\_\_  
Charles Floyd, Partner

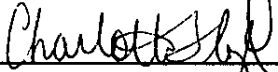
  
\_\_\_\_\_  
Charlotte Floyd, Partner

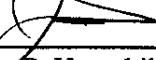
  
\_\_\_\_\_  
James B. Hemphill, as Trustee of the  
James B. Hemphill Trust u/t/d May 28, 1999

  
\_\_\_\_\_  
Bonnie L. Hemphill, as Trustee of the  
Bonnie L. Hemphill Trust u/t/d May 25, 1999

Young Circle Properties, LLC,  
a Florida limited liability company

By:   
\_\_\_\_\_  
Susan Sheldon, Manager

By:   
\_\_\_\_\_  
Charlotte Floyd, Manager

By:   
\_\_\_\_\_  
James B. Hemphill, as Trustee of the James B.  
Hemphill Trust u/t/d May 28, 1999

**ARTICLES OF ORGANIZATION  
OF  
YOUNG CIRCLE PROPERTIES, LLC**

The undersigned does hereby subscribe to and file these Articles of Organization for the purpose of organizing a limited liability company under the Florida Limited Liability Company Act.

**ARTICLE I  
NAME**

The name of the company is:

Young Circle Properties, LLC

**ARTICLE II  
PRINCIPAL OFFICE/MAILING ADDRESS**

The principal office and mailing address of the company is:

3250 N. 29<sup>th</sup> Avenue  
Hollywood, Florida 33020

**ARTICLE III  
REGISTERED AGENT, REGISTERED OFFICE AND REGISTERED  
AGENT'S SIGNATURE**

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

Harvey Sheldon  
3250 N. 29<sup>th</sup> Avenue  
Hollywood, FL 33020

*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*

Prepared By: Steven C. Elkin, Esq.  
Bar No. 712566  
Frank, Weinberg & Black, P.L.  
7805 S.W. 6<sup>th</sup> Court  
Plantation, FL 33324  
(954) 474-8000

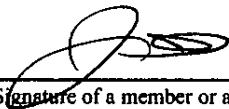
*proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.*



Registered Agent's Signature

#### **ARTICLE IV MANAGEMENT**

The company is to be managed by one or more managers and is, therefore, a manager-managed company. The initial managers of the company are Charlotte Floyd, James B. Hemphill and Susan Sheldon, the address for each being 3250 N. 29<sup>th</sup> Avenue, Hollywood, Florida 33020.



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

James B. Hemphill, Manager and Authorized Representative of the Members

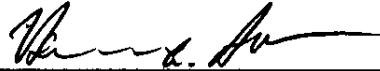
Typed or printed name of signee

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

**ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT**

*Young Circle*

THE UNDERSIGNED, named as the agent for service of process in the Partnership Registration Statement of ~~Ravenwood Office Center 2~~, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Revised Uniform Partnership Act of 1995.



Harvey Sheldon