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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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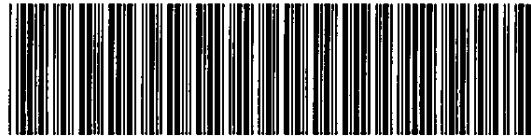
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

NRC

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SEASHIME II, LLC

(Name of Resulting Florida Limited Company)

The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 608.439, F.S.

Please return all correspondence concerning this matter to:

William N. DeVane, Jr., Esquire

(Contact Person)

DeVane & Dorl, P.A.

(Firm/Company)

5701 Overseas Highway, Suite 12

(Address)

Marathon, FL 33050

(City, State and Zip Code)

For further information concerning this matter, please call:

William N. DeVane, Jr. at (305) 743-6565

(Name of Contact Person)

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization)

☒ \$155.00 Filing Fees
and Certificate of
Status

☐ \$180.00 Filing Fees
and Certified Copy

☐ \$185.00 Filing Fees,
Certified Copy, and
Certificate of Status

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

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

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

SEASHIME II, INC.

P06-150038

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a corporation.
(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 May 23, 2006.
(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:

FLORIDA

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

SEASHIME II, LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: June 15, 2007.
(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 15th day of June 2007.

Signature of Authorized Person: 

Printed Name: Edward H. Buxton Title: Managing Member

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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
SEASHIME II, L.L.C.**

The undersigned certifies that we, two members, have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I.. NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be SEASHIME II, L.L.C., and its principal office shall be located at 15 Ridge Boulevard, Ocean Ridge, Florida 33435, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II.. PURPOSES AND POWERS

This limited liability company shall have all powers as authorized by Florida Statute 608.44 and as set forth in the operating agreement. Nothing contained in these Articles or the operating agreement shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III.. EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV.. MANAGEMENT

Management of this limited liability company is reserved to its members. The name of each Manager or Member is as follows:

Edward H. Buxton, Manager/Member
Dale R. Hall, Member
Carlos M. Valladares, Member
John Steven Demuth, Member
John Clayton Shimer, Member

ARTICLE V.. MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members only by unanimous consent of the members. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI.. DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VII.. EFFECTIVE DATE

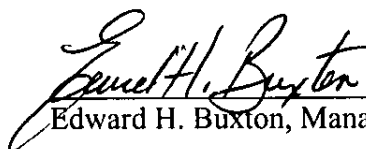
The effective date, if other than the filing date, is June 15, 2007.

ARTICLE VIII.. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 5701 Overseas Highway, Suite 12, Marathon, Florida 33050, County of Monroe, State of Florida, and the name of the company's initial registered agent at that address is William N. DeVane, Jr.

The undersigned, being one of the original members of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of SEASHIME II, L.L.C. 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.

Executed by the undersigned on this 7th day of June, 2007.


Edward H. Buxton, Manager/Member

**STATEMENT OF REGISTERED AGENT FOR
SEASHIME II, L.L.C.**

STATE OF FLORIDA
COUNTY OF MONROE

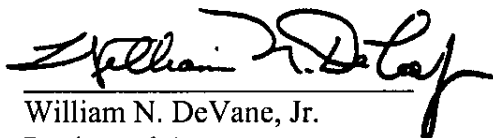
Pursuant to the provisions of Sections 608.415 and 608.407(1)(c) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is **SEASHIME II, L.L.C.**

The name of the registered agent for SEASHIME II, L.L.C. is **William N. DeVane, Jr., Esq.** and the street address where the agent is located is **5701 Overseas Highway, Suite 12, Marathon, Florida 33050.**

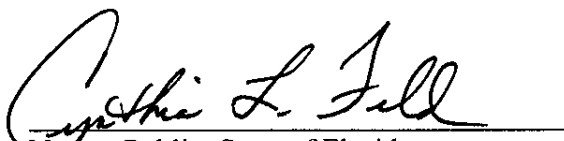
This statement is to acknowledge that, as indicated above, **SEASHIME II, L.L.C.**, has appointed me, **William N. DeVane, Jr.**, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree 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.

Dated 6-7-07.


William N. DeVane, Jr.
Registered Agent

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TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 7th day of June, 2007, by William N. DeVane, Jr., agent on behalf of SEASHIME II, L.L.C., a limited liability company. He is personally known to me.


Notary Public, State of Florida
Cynthia L. Feld
My commission expires: September 30, 2010

NOTARY PUBLIC-STATE OF FLORIDA
Cynthia L. Feld
Commission # DD593854
Expires: SEP 30, 2010
BONDED THRU ATLANTIC BONDING CO., INC.