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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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MAIL

(Business Entity Name)

(Document Number)

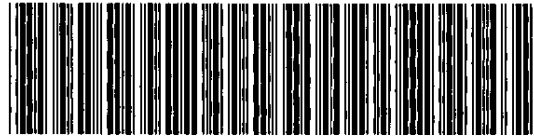
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

07 JUL -2 AM 10:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 978991 7545936

AUTHORIZATION :

COST LIMIT

[Handwritten signature]

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : July 2, 2007

ORDER TIME : 3:54 PM

ORDER NO. : 978991-020

CUSTOMER NO: 7545936

ARTICLES OF CONVERSION

NAME: REFERRAL ASSOCIATES OF
FLORIDA, INC.
TO REFERRAL ASSOCIATES OF FLORIDA LLC

EFFECTIVE DATE: JULY 2, 2007

XX ARTICLES OF CONVERSION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Doreen Wallace -- EXT# 2928

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 3, 2007

DOREEN WALLACE
CSC
TALLAHASSEE, FL

SUBJECT: REFERRAL ASSOCIATES OF FLORIDA LLC
Ref. Number: W07000031151

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for REFERRAL ASSOCIATES OF FLORIDA LLC and the authorization to debit your account in the amount of \$160.00. However, the document has not been filed and is being returned for the following:

The wrong conversion form has been used. Please use the OTHER BUSINESS ENTITY INTO FLORIDA LLC conversion certificate, which is attached.

Also note that the fee is \$150.00

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) 245-6914.

Buck Kohr
Document Specialist

Letter Number: 007A00042764

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:

Referral Associates of Florida, Inc.

698830

(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 8/13/1981.

(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**:

Referral Associates of Florida LLC

(Enter Name of Florida Limited Liability Company)

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 2nd day of July 20 07.

Signature of Authorized Person: 

Printed Name: Seth I. Truwit Title: SVP & Asst. Secretary

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)

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Referral Associates of Florida LLC

(Must end with the words "Limited Liability Company," "Limited Company" or their abbreviation "LLC," or "L C,")

ARTICLE II - Address:

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

Principal Office Address:

Mailing Address:

1 Campus Drive

Parsippany, NJ 07054

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

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

Corporation Service Company

Name

1201 Hays Street

Florida street address (P. O. Box **NOT** acceptable)

Tallahassee

FL 32301

City, State, and Zip

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..

Corporation Service Company

By: Doreen Wallace

Registered Agent's Signature (REQUIRED)

Doreen Wallace
Assistant Vice President

(CONTINUED)

Page 1 of 2

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TALLAHASSEE, FLORIDA

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____ (OPTIONAL)
(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

REQUIRED SIGNATURE:



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

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

By: Seth I. Truwit, SVP & Asst Sec. of Member

Typed or printed name of signee

Filing Fees:

\$125.00 Filing Fee for Articles of Organization and Designation
of Registered Agent
\$ 30.00 Certified Copy (Optional)
\$ 5.00 Certificate of Status (Optional)