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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



July 3, 2007

VIA FEDEX

Florida Department of State
Division of Corporations
ATTN: New Filings Section
409 East Gaines Street
Tallahassee, FL 32399

RE: Conversions of Florida Limited Partnerships to Florida Limited Liability
Companies

Dear Sir or Madam:


Enclosed are Certificates for Conversion and Articles of Organization for the following
entity to be filed immediately upon receipt:

1. Security First Title Partners of St. Pete Beach, LLC

Our check in the amount of \$158.75 is also enclosed for the filing fees, certified
copies and a certificate of status on each entity.

Thank you for your assistance. If you have any questions, please do not hesitate to call.

Very truly yours,


Katherine Schmidgall

Enclosures

CERTIFICATE OF CONVERSION

FOR

**SECURITY FIRST TITLE PARTNERS OF ST. PETE BEACH, LTD.,
a Florida limited partnership ("Other Business Entity")**

INTO

**SECURITY FIRST TITLE PARTNERS OF ST. PETE BEACH, LLC,
a Florida limited liability company**

This Certificate of Conversion and the 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.

FIRST: The name of the Other Business Entity immediately prior to the filing of this Certificate of Conversion (this "Certificate") is:

SECURITY FIRST TITLE PARTNERS OF ST. PETE BEACH, LTD.

SECOND: The Other Business Entity is a Florida limited partnership first organized, formed or incorporated under the laws of the State of Florida on April 4, 1997, and its Florida Document Number is A97000000802. The jurisdiction of the Other Business Entity has not changed since its formation and the address of its principal office is 7320 Gulf Boulevard, St. Petersburg, Florida 33706.

THIRD: The name of the Florida limited liability company as set forth in the attached Articles of Organization:

SECURITY FIRST TITLE PARTNERS OF ST. PETE BEACH, LLC

FOURTH: The Plan of Conversion was duly approved by the general and limited partners in accordance with the applicable provisions of Chapter 620 of the Florida Statutes.

FIFTH: The conversion shall be effective on the date this Certificate is filed by the Florida Department of State.

Signature Page Follows.

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TALLAHASSEE, FLORIDA

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SECURITY FIRST TITLE PARTNERS OF ST. PETE BEACH, LLC

IN WITNESS WHEREOF, the undersigned authorized person has signed this Certificate and acknowledged the same to be my act this 30th day of June, 2007.

OTHER BUSINESS ENTITY:

SECURITY FIRST TITLE PARTNERS
OF ST. PETE BEACH, LTD.,
a Florida limited partnership
By: THE SECURITY FIRST TITLE
AFFILIATES, INC., a Florida
corporation, Its General Partner

By: 
FRANK CAMPERLENGO
President

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


FRANK CAMPERLENGO

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**ARTICLES OF ORGANIZATION
OF
SECURITY FIRST TITLE PARTNERS OF ST. PETE BEACH, LLC**

A Florida Limited Liability Company

The undersigned, being authorized to execute and file these Articles of Organization, hereby certifies that:

ARTICLE I — Name

The name of the limited liability company (hereinafter referred to as the "Company") is:

SECURITY FIRST TITLE PARTNERS OF ST. PETE BEACH, LLC

ARTICLE II — Address

The mailing address of the principal office of the Company is 140 Fountain Parkway, Suite 210, St. Petersburg, Florida 33716. The street address of the principal office of the Company is 7320 Gulf Boulevard, St. Petersburg, Florida 33708.

ARTICLE III — Registered Agent

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

The Security First Title Affiliates, Inc.
c/o Frank Camperlengo, President
140 Fountain Parkway, Suite 210
St. Petersburg, FL 33716

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ARTICLE IV — Operating Agreement

Any Operating Agreement, as defined in Section 608.402(24) of the Florida Limited Liability Company Act ("FLLCA"), relating to the Company, must be in writing and signed by all of its members.

ARTICLE V — Limitation on Agency Authority of Members

Pursuant to Section 608.4235 of FLLCA, no member of the Company shall be an agent of the Company solely by virtue of being a member.

ARTICLE VI — Date of Existence

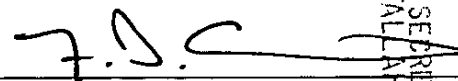
Pursuant to Section 608.439(4) of FLLCA, the existence of the Company shall be deemed effective on April 4, 1997.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 30 day of June, 2007.



Frank Camperlengo, as Authorized
Representative and President of The
Security First Title Affiliates, Inc., a
Florida corporation
140 Fountain Parkway, Suite 210
St. Petersburg, FL 33716

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.



Frank Camperlengo, as Authorized
Representative and President of The
Security First Title Affiliates, Inc., a
Florida corporation
140 Fountain Parkway, Suite 210
St. Petersburg, FL 33716

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STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

I hereby accept the designation as registered agent to accept service of process for Security First Title Partners of St. Pete Beach, LLC, at the place designated in this statement below. 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 under Chapter 608, Florida Statutes.

IN WITNESS WHEREOF, I have signed this Statement Accepting Appointment as Registered Agent this 30 day of June, 2007.



Frank Camperlengo, as President of
The Security First Title Affiliates, Inc.,
a Florida corporation
140 Fountain Parkway, Suite 210
St. Petersburg, FL 33716

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



Frank Camperlengo, as President of
The Security First Title Affiliates, Inc.,
a Florida corporation
140 Fountain Parkway, Suite 210
St. Petersburg, FL 33716

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