

LD70600 77417

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

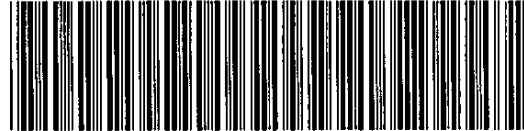
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07 JUL 27 AM 9:10

DEPARTMENT OF STATE  
DIVISION OF OPERATIONS  
TALLAHASSEE, FLORIDA

FILED

07 JUL 27 AM 9:05

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 966863 108724A

AUTHORIZATION :

COST LIMIT : \$150.<sup>00</sup>

*[Handwritten signature]*

ORDER DATE : June 25, 2007

ORDER TIME : 8:47 AM

ORDER NO. : 966863-015

CUSTOMER NO: 108724A

**FILED**  
07 JUL 27 AM 9:05  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

DOMESTIC AMENDMENT FILING

NAME: THE BRIAR CORPORATION

EFFECTIVE DATE:

XX\_\_\_ ARTICLES OF CONVERSION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX\_\_\_ PLAIN STAMPED COPY  
\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds -- EXT# 2933

EXAMINER'S INITIALS: \_\_\_\_\_

**CERTIFICATE OF CONVERSION FOR  
THE BRIAR CORPORATION  
TO  
THE BRIAR COMPANY, LLC**

**FILED**  
07 JUL 27 AM 9:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following Florida corporation to a Florida limited liability company in accordance with Florida Statute 608.439.

1. The Briar Corporation (the "Corporation") has been converted to a Florida limited liability company ("LLC"), in compliance with chapter 607 Florida statutes and complies with all laws governing Florida limited liability companies.

2. The terms pursuant to which the Corporation shall convert to the LLC are as set forth in a Plan of Conversion, adopted by all shareholders and directors of the Corporation and by all members of the LLC, dated of even date herewith, and in compliance with Florida Statute 607.1112.

3. The effective date and time of the conversion shall be July 27, 2007 at 9:05 A.M.

4. The mailing address and street address of the principal office of the LLC is 4570 Orange Blvd., Lake Monroe, FL 32747.

542174

5. The name of the Corporation immediately prior to the filing of this Certificate of Conversion is The Briar Corporation, incorporated under the laws of the State of Florida on August 4, 1977.

6. The name of the LLC, as set forth in the attached Articles of Organization is The Briar Company, LLC.

[signature page follows]

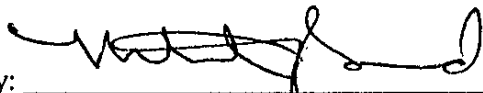
7. The LLC shall pay all shareholders having appraisal rights any amount to which they are entitled under Florida Statutes 607.1301-607.1333.

DATED this 27<sup>th</sup> day of July, 2007.

THE BRIAR CORPORATION

By:   
William B. Keck, President

THE BRIAR COMPANY, LLC

By:   
Michael J. Good, Managing Member

**ARTICLES OF ORGANIZATION FOR  
THE BRIAR COMPANY, LLC,  
A FLORIDA LIMITED LIABILITY COMPANY**

**FILED**  
07 JUL 27 AM 9:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**  
**NAME**

The name of the Limited Liability Company is THE BRIAR COMPANY, LLC.

**ARTICLE II**  
**ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is 4570 Orange Blvd., Lake Monroe, FL 32747.

**ARTICLE III**  
**DURATION**

The period of duration for the Limited Liability Company shall be as described in the Operating Agreement governing the Limited Liability Company.

**ARTICLE IV**  
**MANAGEMENT**

The Limited Liability Company is to be managed by its managing member, pursuant to the Operating Agreement governing the Limited Liability Company.

**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial Registered Office of the Limited Liability Company is 4570 Orange Blvd., Lake Monroe, FL 32747, and the initial Registered Agent at such address is Noy Rivers.

[signature page follows]

**IN WITNESS WHEREOF**, the undersigned managing member affirms that, under penalties of perjury, the facts stated herein are true, and the undersigned managing member has executed these Articles of Organization this 21<sup>st</sup> day of July, 2007.

A handwritten signature in black ink, appearing to read 'Michael J. Good', written over a horizontal line.

Michael J. Good, Managing Member

**ACCEPTANCE OF APPOINTMENT  
BY INITIAL REGISTERED AGENT**

**THE UNDERSIGNED**, having been named in Article V of the foregoing Articles of Organization as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 608.407, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the limited liability company.

**DATED** this 27<sup>th</sup> day of July, 2007.

  
\_\_\_\_\_  
Noy Rivers