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(Requestor's Name)

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(City/State/Zip/Phone #)

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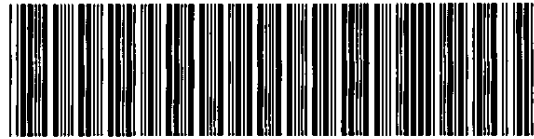
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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07 AUG - 8 PM 3:46

WILLIAMS ♦ SCHIFINO

WILLIAMS SCHIFINO MANGIONE & STEADY P.A.

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August 8, 2007

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Of Counsel

Steven M. Samaha

Florida Department of State
Registration Section
Division of Corporation
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Next Generation of Tampa, Inc.

Dear Sir or Madam:

The enclosed Certificate of Conversion and fee(s) are submitted to convert a Florida Profit Corporation into an "Other Business Entity" in accordance with Section 607.1113, F.S.

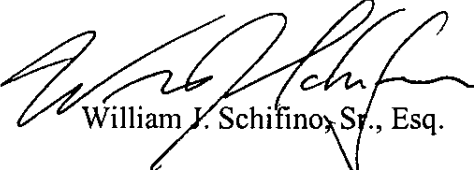
Please return all correspondence concerning this matter to:

William J. Schifino, Sr., Esq.
Williams Schifino Mangione & Steady, P.A.
One Tampa City Center
Suite 3200
Tampa, Florida 33602

For further information concerning this matter please call the undersigned at (813) 221-2626.

Enclosed is a check in the amount of \$190.00 reflecting filing fees and to include a certified copy.

Yours truly,



William J. Schifino, Sr., Esq.

WJS/mc
Enclosure

11782-191973

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

CERTIFICATE OF CONVERSION
OF
OTHER BUSINESS ENTITY
INTO

07 AUG -8 PM 3:46

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 Section 608.439 of the Florida Statutes ("F.S.").

FIRST: The name of the Other Business Entity immediately prior to the filing of this Certificate of Conversion (this "Certificate") is NEXT GENERATION OF TAMPA, INC.

SECOND: The Other Business Entity is a profit corporation, first incorporated under the laws of the State of Florida on July 14, 2004, and its Florida Document Number is P04000104774. The jurisdiction of the Other Business Entity has not changed since its incorporation, and the address of its principal office is 600 South Magnolia, Suite 275, Tampa, Florida 33606.

THIRD: The name of the Florida Limited Liability Company, as set forth in the attached Articles of Organization, is NEXT GENERATION OF TAMPA, LLC, and the address of its principal office is 2404 W. Bristol Avenue, Tampa, Florida 33609.

FOURTH: The conversion was duly approved by the unanimous vote of the shareholders of the Other Business Entity in accordance with applicable provisions of Chapter 607, F.S., and accordingly, there are no appraisal rights to which the shareholders of the Other Business Entity are entitled under Chapter 607, F.S.

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

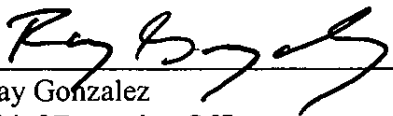
Signature Page Follows.

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IN WITNESS WHEREOF, the undersigned authorized person has signed this Certificate and acknowledged the same to be my act this 12 day of July, 2007.

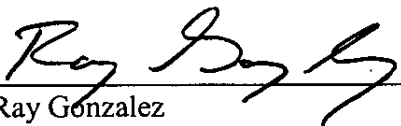
OTHER BUSINESS ENTITY:

Next Generation of Tampa, Inc.



Ray Gonzalez
Chief Executive Officer

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.



Ray Gonzalez

11782-190295v1

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ARTICLES OF ORGANIZATION
OF
NEXT GENERATION OF TAMPA, 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:

NEXT GENERATION OF TAMPA, LLC

ARTICLE II — Address

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

2404 W. Bristol Avenue
Tampa, Florida 33609

ARTICLE III — Registered Agent

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

Lina Angelici, Esq.
Williams Schifino Mangione & Steady, P.A.
One Tampa City Center, Suite 3200
Tampa, Florida 33602

ARTICLE IV — Management

The Company is a manager-managed limited liability company.

ARTICLE V — 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.

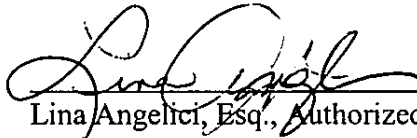
ARTICLE VI — Limitation on Agency Authority of Members

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.

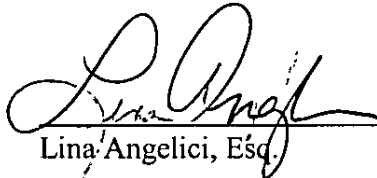
ARTICLE VII — Date of Existence

Pursuant to Section 608.409(1) of FLLCA, the existence of the Company shall commence effective upon the acceptance of the filing hereof by the Florida Department of State.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 17th day of July, 2007.


Lina Angelici, Esq., Authorized Representative

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.


Lina Angelici, Esq.

STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

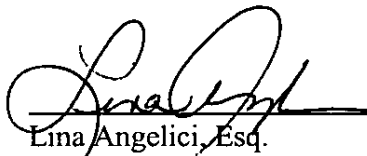
I hereby accept the designation as registered agent to accept service of process for NEXT GENERATION OF TAMPA, LLC at the place designated in this statement below. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar 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 17th day of July, 2007.



Lina Angelici, Esq., Registered Agent
Williams Schifino Mangione & Steady, P.A.
One Tampa City Center, Suite 3200
Tampa, Florida 33602

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.



Lina Angelici, Esq.