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LAW OFFICES OF
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JOHN R. GOULD (1921-1988)
DARRELL FENNELL (1937-2004)
BYRON T. COOKSEY
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BRIAN J. CONNELLY
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CLINT S. MALONE**
WILLIAM N. KIRK, LL.M.
JASON L. ODOM

**FL. BOARD CERTIFIED
WILLS, TRUSTS AND ESTATES

August 30, 2007

VIA FEDERAL EXPRESS

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

***Re: TROPICAL SUN PROPERTIES, LLC.
Conversion from Corporation***

Ladies and Gentlemen:

The enclosed Certificate of Conversion, Articles of Organization, and our check in the amount of \$180 representing fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 608.439, F.S. Please provide us with a certified copy of the filing.

Please return all correspondence concerning this matter to:

William N. Kirk, Esq.
979 Beachland Blvd.
Vero Beach, FL 32963

For further information concerning this matter, please call my legal assistant, Diane Golovaty, at 772-231-1100.

Sincerely,



William N. Kirk

WNK:dg
Enclosures
cc: Jeff Davis

Certificate of Conversion
For
TROPICAL SUN PROPERTIES, INC.
Into a
Florida Limited Liability Company

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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 Chapter 607 and Chapter 608 of the Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is **TROPICAL SUN PROPERTIES, INC.**
2. The "Other Business Entity" is a corporation first organized under the laws of Florida on May 31, 2002.
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is **TROPICAL SUN PROPERTIES, LLC** (the "Florida LLC").
4. The Plan of Conversion was duly adopted and approved by the Board of Directors and all Shareholders of the Other Business Entity in accordance with Chapter 607 of the Florida Statutes. Because all Shareholders approved the Plan of Conversion, no Shareholders will be entitled to any appraisal rights under Chapter 607 of the Florida Statutes.
5. The Other Business Entity has been converted in compliance with Chapter 607 of the Florida Statutes and the conversion also complies with the provisions of Chapter 608 of the Florida Statutes which are applicable to the Florida LLC.
6. This Certificate of Conversion shall become effective on August 31, 2007, or the date of filing whichever is later.
7. The mailing address and street address of the Other Business Entity, which has now been converted into the Florida LLC, is set forth on the attached Articles of Organization and incorporated herein by reference.

Signed this 31st day of August, 2007.

TROPICAL SUN PROPERTIES, INC.

By: _____

JEFFREY B. DAVIS, President

**ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY**

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

ARTICLE I -- NAME

The name of the Limited Liability Company is:

TROPICAL SUN PROPERTIES, LLC

ARTICLE II -- ADDRESS

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

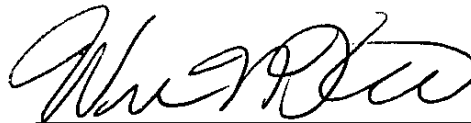
245 Ocean Way
Vero Beach, FL 32963

**ARTICLE III -- REGISTERED AGENT, REGISTERED OFFICE
AND REGISTERED AGENT'S SIGNATURE**

The name and the Florida street address of the initial Registered Agent are:

WILLIAM N. KIRK, ESQUIRE
979 Beachland Boulevard
Vero Beach, FL 32963

Having been named as initial Registered Agent and to accept service of process for the above stated Limited Liability Company at the place designated in this Article of these Articles of Organization, I hereby accept the designation 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 of the Florida Statutes.



WILLIAM N. KIRK
Registered Agent

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ARTICLE IV – MANAGEMENT

The Limited Liability Company shall be managed by one or more Managers and is, therefore, a manager-managed company. The Manager(s) shall be elected in the manner prescribed in the Operating Agreement for this Limited Liability Company. No member of the Limited Liability Company shall be an agent of the Limited Liability Company solely by virtue of being a member.

The initial Manager of the Limited Liability Company shall be **JEFFREY B. DAVIS**, and shall serve as such until such Manager resigns, is removed, or can no longer serve for any reason as provided in the Operating Agreement for this Liability Company.

ARTICLE V – GOVERNED BY OPERATING AGREEMENT

The Company shall be governed by and operated pursuant to the terms and conditions of a written Operating Agreement, as the same may be amended or modified, in writing, from time to time.

ARTICLE VI – EFFECTIVE DATE

These Articles of Organization shall become effective on August 31, 2007, or the date upon the date of filing, whichever is later.

IN WITNESS WHEREOF, the undersigned, an authorized representative of a member of the Limited Liability Company, has affixed his signature this 31st day of August, 2007.



WILLIAM N. KIRK