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(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

October 16, 2007

SCHUTT LAW FIRM P.A.  
1005 CAPE CORAL PARKWAY EAST, STE C  
CAPE CORAL, FL 33904

SUBJECT: BAD BOY PROPERITES, LLC  
Ref. Number: W07000051268

We have received your document for BAD BOY PROPERITES, LLC and your check(s) totaling \$180.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date of the conversion cannot be prior to the date of filing nor more than 90 days after the date of filing and must be the same as the effective date listed in the Florida Articles of Organization, if any.

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) 245-6097.

Marsha Thomas  
Regulatory Specialist II

Letter Number: 707A00060824

## SCHUTT LAW FIRM, P.A.

*Attorneys and Counselors at Law*

1105 Cape Coral Parkway East, Suite C

Cape Coral, Florida 33904

Tel.: (239) 540-7007; Telefax (239) 540-2154

*e-mail: darrin.schutt@schuttlaw.com*

Darrin R. Schutt \*†

†Admitted in Fl. & Ga.  
†Florida Civil Law Notary

October 11, 2007

Secretary of State  
Division of Corporations  
Records Section  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: **BAD BOY PROPERTIES, LLC**  
Certificate of Conversion/ Articles of Organization

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

Please find enclosed the Certificate of Conversion and Articles of Amendment for **BAD BOY PROPERTIES, LLC**, currently existing as a New York limited liability company.

Please also find enclosed our check for \$180.00 for the costs of both.

If everything is in order, please file the enclosed and return the certified copies of the filed articles to our office.

If you have any questions, please do not hesitate to call.

Sincerely,

Darrin R. Schutt, Esq.

Enclosures

**Certificate of Conversion**  
For  
**"Other Business Entity"**  
Into  
**Florida Limited Liability Company**

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:

**BAD BOYS PROPERTIES, LLC**

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a **limited liability company**

(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 **New York**

(Enter state, or if a non-U.S. entity, the name of the country)

on **June 4, 2003**

(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:

**NA**

4. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:

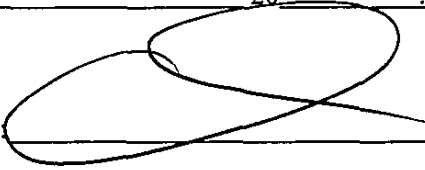
**BAD BOY PROPERTIES, LLC**

(Enter Name of Florida Limited Liability Company)

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TALLAHASSEE, FLORIDA

5. If not effective on the date of filing, enter the effective date: November 1, 2007  
(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 25 day of October 2007.

Signature of Authorized Person: 

Printed Name: Darrin R. Schutt, Esq. Title: Attorney

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TALLAHASSEE, FLORIDA

**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 OF  
BAD BOY PROPERTIES, LLC**

**ARTICLE I  
NAME**

The name of this Limited Liability Company shall be: BAD BOY PROPERTIES, LLC.

**ARTICLE II  
PURPOSE**

This Limited Liability Company is created for the purpose of transacting any and all lawful business for which limited liability companies may be organized under the laws of the State of Florida or of the United States of America, as may be agreed upon by the members.

**ARTICLE III  
PLACE OF BUSINESS AND REGISTERED AGENT**

The initial principal place of business of the Limited Liability Company shall be 4002 Del Prado Boulevard, Cape Coral, Florida 33904; the mailing address of this Limited Liability Company shall be 4002 Del Prado Boulevard, Cape Coral, Florida 33904, and such other place or places as the members from time to time may determine.

The initial Registered Agent of the Limited Liability Company shall be Darrin R. Schutt, Suite C, 1105 Cape Coral Parkway East, Cape Coral, Florida 33904.

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**ARTICLE IV  
MANAGEMENT OF BUSINESS**

This Limited Liability Company is to be managed by one or more members, such that the company is to be a member-managed company. The initial managing member is:

Robert A. Lee, Jr.  
4002 Del Prado Boulevard  
Cape Coral, Florida 33904

**ARTICLE V  
REGULATIONS**

At the time of executing these articles of organization, the members of the Limited Liability Company shall adopt regulations containing all provisions for the regulation and management of this company not inconsistent with law or these articles.

The power to alter, amend or repeal these regulations shall be vested in all the members of this company.

#### **ARTICLE VI PROPERTY**

Real or personal property originally brought into or transferred to the company, or acquired by the company by purchase or otherwise shall be held and owned, and conveyance shall be made, in the name of this Limited Liability Company.

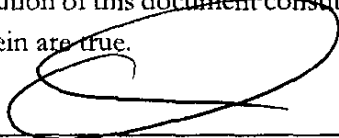
#### **ARTICLE VII DISTRIBUTION OF EARNINGS**

The Managing Member of the Company shall have the sole discretion whether to issue earnings or retain the same, either in whole or in part. The Managing Member shall not be required to provide reason for the determination to retain such earnings.

#### **ARTICLE VIII EFFECTIVE DATE**

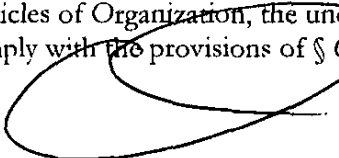
The effective date of the Company is to be November 1, 2007.

IN WITNESS WHEREOF, the Authorized Agent of the Managing Member has executed these Articles of Organization on this 25<sup>th</sup> day of October, 2007, and acknowledges that in accordance with § 608.408(3), Florida Statutes, that the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

  
\_\_\_\_\_  
Darrin R. Schutt, Esq.  
As Authorized Agent for the Managing Member

#### **ACKNOWLEDGEMENT**

Having been named to accept service of process for the above-stated Limited Liability Company at the place designated within the Articles of Organization, the undersigned hereby accepts to act in this capacity and agrees to comply with the provisions of § 608.415, Florida Statutes.

  
\_\_\_\_\_  
Darrin R. Schutt, Esq.

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