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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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MAIL

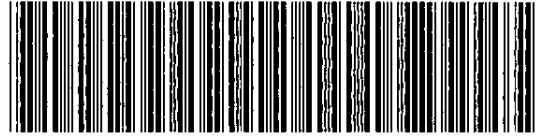
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

M. Thomas DEC - 5 2007

GASSMAN, BATES & ASSOCIATES, P.A.
ATTORNEYS AT LAW

ALAN S. GASSMAN **
LONDON L. BATES **†
KENNETH J. CROTTY ***

- LL. M. IN TAXATION
- + BOARD CERTIFIED LAWYER IN
WILLS, TRUSTS AND ESTATES
- ** CERTIFIED PUBLIC ACCOUNTANT
- *** LL. M. IN ESTATE PLANNING
- † CERTIFIED CIRCUIT COURT MEDIATOR

1245 COURT STREET
SUITE 102
CLEARWATER, FL 33756
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FAX: (727) 443-5829
GassmanBatesLawGroup.com

December 3, 2007
VIA DHL

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

Re: MRDM, INC.

Dear Sirs/Madams:

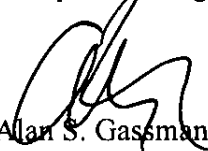
Attached for filing please find a Certificate of Conversion and Articles of Organization whereby MRDM, INC. will convert into MRDM, L.L.C.

Also attached please find a check in the amount of \$150.00 for filing fees.

Please provide our office with confirmation of filing in the enclosed self-addressed, stamped envelope.

If you have any questions on the attached, please contact Tina Arvin of my office at 727-442-1200.

Best personal regards,


Alan S. Gassman

ASG:*tja

Enclosures

cc: Michael Meli (w/ encls.)
Charles Crouse, CPA (w/ encls.)

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TALLAHASSEE, FLORIDA

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:

MRDM, Inc. 98 000060326

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a corporation.
(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 FLORIDA
(Enter state, or if a non-U.S. entity, the name of the country)

on 07/08/1998.
(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:

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

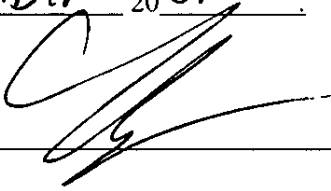
MRDM, L.L.C.

(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: _____
(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 9th day of November 2007

Signature of Authorized Person: X 

Printed Name: Michael Meli Title: President

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)

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is: MRDM, L.L.C.

ARTICLE II - Address:

The mailing address of the Limited Liability Company is:

2112 Empire Blvd., Suite 1B
Webster, New York 14580

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

1245 Court Street, Suite 102
Clearwater, FL 33756

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TALLAHASSEE, FLORIDA

ARTICLE III - Management:

The Company shall be managed exclusively by its Manager or Managers and for all purposes the Manager or Managers of the Company shall have all rights and authorities permitted under Florida law to be accorded to the General Partner of a Florida Limited Partnership, subject to a fiduciary duty to deal with the Company and its Member or Members in good faith and in an appropriate manner based upon the same standards which apply to the General Partner of a Florida Limited Partnership. The initial Managers of the Company shall be the acting Trustee of the MICHAEL R. MELI LIVING TRUST and the acting Trustee of the MICHAEL R. MELI GIFTING TRUST, with each such Trustee or Trustees having voting rights of 50% by the Trustee or Trustees of the MICHAEL R. MELI LIVING TRUST and 50% by the Trustee or Trustees of the MICHAEL R. MELI GIFTING TRUST. Further, any Manager or Managers acting from time to time may, by unanimous consent of all Managers, designate a successor Manager or Managers, and establish the procedure for determining who or what entity or entities shall become a successor Manager or Managers of the Company, except to the extent otherwise set forth under an Operating Agreement executed by the then-serving Manager or all then-serving Managers, as applicable, and all Members as of the date of execution of such Operating Agreement.

Any successor Manager or Managers shall have the same rights and powers, subject to the same standards, as are described above. The Member or Members of the Company shall have only such voting and management rights as are required pursuant to the laws of the State of Florida. No Manager shall be considered a Member or Owner of the Company by reason of being the Manager, except to the extent that such Manager also receives a Member interest by appropriate issuance or transfer.

Audit Fax No: _____

ARTICLE IV - Written Operating Agreement:

Any operating agreement entered into by all Managers and all Members of the Limited Liability Company as of the date of execution thereof, and any amendments or restatements thereof, shall be in writing, and shall govern all matters relating to the governance of the affairs of the Limited Liability Company, the conduct of its business, and the relations of its Members, which may include specific rules for facilitating amendment of these Articles. Any such written Operating Agreement shall be binding upon any and all subsequent Members by and between all Managers and all Members having ownership in the Company, other than any Member who would otherwise not be affected. No oral agreement among any of the Members or Managers of the Limited Liability Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, any written operating agreement of the Limited Liability Company, as amended and in existence from time to time.

ARTICLE V - Registered Agent, Registered Office, & Registered Agent's Signature:

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

Alan S. Gassman

Name

1245 Court Street, Suite 102

Florida street address (P.O. Box NOT acceptable)

Clearwater, FL 33756

City, State, and Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment 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, F.S.

Registered Agent's Signature

Audit Fax No: _____

Signature of a member or an authorized representative of a member.

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



ALAN S. GASSMAN

J:\M\Meli, Michael\MRDM, L.L.C. (was MRDM, Inc.)\Articles of Organization.1e.wpd
*bd*jas 11/28/07

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TALLAHASSEE, FLORIDA