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(City/State/Zip/Phone #)

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(Business Entity Name)

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Certificates of Status _____

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ATTORNEYS AT LAW

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

December 7, 2007
VIA DHL

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

Re: ROGERS INVESTMENT HOLDINGS, L.L.C.

Dear Sirs/Madams:

Attached for filing please find a Certificate of Conversion whereby ROGERS INVESTMENTS LIMITED PARTNERSHIP, L.L.L.P., a Colorado limited liability limited partnership, will convert into ROGERS INVESTMENT HOLDINGS, L.L.C.

The Articles of Organization of ROGERS INVESTMENT HOLDINGS, L.L.C. (a Florida limited liability company) are also attached, as well as a check in the amount of \$150.00 for filing fees.

Please provide our office with confirmation of filing.

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:jas

Enclosures

cc: Dr. and Mrs. James H. Rogers (w/encls.)
W. H. Don Phipps, MBA, CFP (w/encls.)

JAR\Rogers, Dr. James\Rogers Investment Holdings, L.L.C\FL Sec. of State.1.wpd
2293-4

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:

ROGERS INVESTMENTS LIMITED PARTNERSHIP, L.L.L.P.
(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a **limited liability limited partnership**
(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 **Colorado**
(Enter state, or if a non-U.S. entity, the name of the country)

on **10/02/2003**
(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:

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

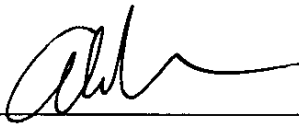
ROGERS INVESTMENT HOLDINGS, L.L.C.
(Enter Name of Florida Limited Liability Company)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
07 DEC 12 AM 11:36

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 10th day of December 2007.

Signature of Authorized Person: _____



Printed Name: Alan S. Gassman, Esquire Title: Authorized Representative

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 FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is: **ROGERS INVESTMENT HOLDINGS, L.L.C.**

ARTICLE II - Address:

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

3320 SW 34th Circle
Ocala, FL 34474

ARTICLE III - Written Operating Agreement

Any operating agreement entered into by the Members of the Limited Liability Company, 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, including without limitation, the amendment of these Articles. 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 IV - Voting and Non-Voting Membership Interests

The Company shall consist of one percent (1%) of the ownership interests having voting Membership rights and ninety-nine percent (99%) of the ownership interests have non-voting Membership rights. The holders of the one percent (1%) voting Membership Units shall have a fiduciary duty to vote their Membership Interests based upon the same standard which applies to General Partners of a Limited Partnership in the State of Florida. The non-voting Members shall have rights as provided under the Florida Statutes, and as would apply to the Limited Partners of a Florida Limited Partnership. The Members may designate by written agreement and/or certificate of ownership whether Membership Interests that they are acquiring are voting or non-voting, but if not specifically designated, any issued Member Interests shall be considered to be non-voting. The holders of voting Membership Units may be referred to as Managing Members and the holders of non-voting Membership Units may be referred to Non-Managing Members.

Audit Fax No: _____

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

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

Alan S. Gassman

Name

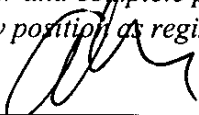
1245 Court Street, Suite 102

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.

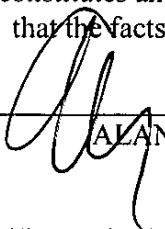


Registered Agent's Signature

(An additional article must be added if an effective date is requested)

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:\R\Rogers, Dr. James\Rogers Investment Holdings, L.L.C\Articles of Organization.1.wpd
jas 12-6-07