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SECRETARY OF STATE
TALLAHASSEE FLORIDA

DEC 13 2007

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: BAYTOWN TEXAS GP, LLC a Florida limited liability company
(Name of Resulting Florida Limited Company)

The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 608.439, F.S.

Please return all correspondence concerning this matter to:

LINDA K. VANDER VEEN

(Contact Person)

PORGES, HAMLIN, KNOWLES, PROUTY, THOMPSON & NAJMY, P.A.

(Firm/Company)

1205 MANATEE AVENUE WEST

(Address)

BRADENTON, FLORIDA 34205

(City, State and Zip Code)

For further information concerning this matter, please call:

MICHAEL SMITH

(Name of Contact Person)

at (941) 748-3770

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|---|---|--|
| ☒ \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization) | ☐ \$155.00 Filing Fees
and Certificate of
Status | ☐ \$180.00 Filing Fees
and Certified Copy | ☐ \$185.00 Filing Fees,
Certified Copy, and
Certificate of Status |
|--|---|---|--|

STREET ADDRESS:

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

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE OF CONVERSION
OF
BAYTOWN TEXAS GP, INC., a Florida corporation,
into
BAYTOWN TEXAS GP, LLC a Florida limited liability company

This CERTIFICATE OF CONVERSION of **BAYTOWN TEXAS GP, Inc.**, a Florida corporation ("OLD") (Document No. **P02000121846**) into **BAYTOWN TEXAS GP, LLC**, a Florida limited liability company ("NEW") is intended to comply with the Florida Limited Liability Company Act and the Florida Business Corporation Act; however, the Certificate of Conversion will be filed under the Florida Limited Liability Company Act.

Under §608.439 of the Florida Limited Liability Company Act and §607.1113 of the Florida Business Corporation Act, OLD and NEW adopt the following Certificate of Conversion (the "Conversion").

1. OLD was first incorporated by the filing of Articles of Incorporation with the State of Florida on **November 14, 2002**.
2. OLD is being converted into NEW in compliance with the Florida Limited Liability Company Act and the Florida Business Corporation Act.
3. The Articles of Organization for New are attached as Exhibit A and incorporated by reference as if fully set forth herein.
4. The Conversion and Plan of Conversion, from OLD into NEW, were approved by OLD on December 1, 2007 in accordance with the applicable provisions of the Florida Limited Liability Company Act and Florida Business Corporation Act, respectively.
5. The Conversion and Plan of Conversion, from OLD into NEW, were approved by the written consent of the sole shareholder of OLD on December 1, 2007 in accordance with the applicable provisions of the Florida Limited Liability Company Act and Florida Business Corporation Act, respectively.
6. Under §608.439(3)(d) of the Florida Limited Liability Company Act and §607.1113(1)(c) of the Florida Business Corporation Act, the effective date and time of the Conversion and Plan of Conversion shall be on January 1, 2008 at 12:00:00 a.m. EST.

PREPARED BY:

1

Curtis D. Hamlin, Esq.

Bar #0237922

Porges, Hamlin, Knowles, Prouty,

Thompson & Najmy, P.A.

1205 Manatee Avenue West

Bradenton, Florida 34205

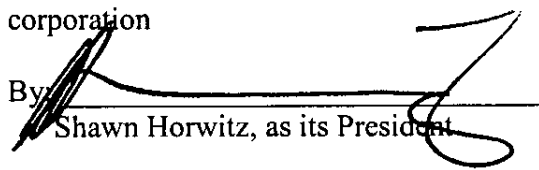
(941) 748-3770

7. The address of NEW shall be 340 Royal Poinciana Way, Suite 305, Palm Beach, Florida 33480.
8. Under the Plan of Conversion, all issued and outstanding shares of common stock of OLD will be acquired by means of a conversion of shares of common stock of OLD into a 100% membership interest in NEW with NEW being the surviving entity. This statement is made to comply with §607.1113(1)(f) of the Florida Business Corporation Act

IN WITNESS WHEREOF, the parties have set their hands hereto as of the 1st day of December, 2007.

OLD:

BAYTOWN TEXAS GP, INC., a Florida corporation

By: 

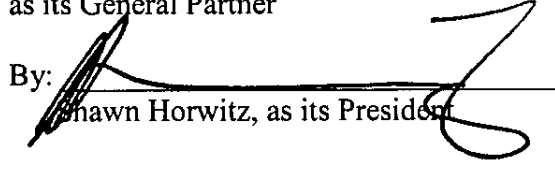
Shawn Horwitz, as its President

NEW:

BAYTOWN TEXAS GP, LLC, a Florida limited liability company

By: **ALLIANT CAPITAL, LTD.**, a Florida limited partnership, as its sole Member

By: **ALLIANT, INC.**, a Florida corporation, as its General Partner

By: 

Shawn Horwitz, as its President

PREPARED BY:

Curtis D. Hamlin, Esq.

Bar #0237922

Porges, Hamlin, Knowles, Prouty,
Thompson & Najmy, P.A.

1205 Manatee Avenue West

Bradenton, Florida 34205

(941) 748-3770

EXHIBIT A

ARTICLES OF ORGANIZATION

The Articles of Organization are attached.

PREPARED BY:
Curtis D. Hamlin, Esq.
Bar #0237922
Porges, Hamlin, Knowles, Prouty,
Thompson & Najmy, P.A.
1205 Manatee Avenue West
Bradenton, Florida 34205
(941) 748-3770

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF ORGANIZATION
OF
BAYTOWN TEXAS GP, LLC

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, as amended, does hereby adopt the following Articles of Organization for such company:

ARTICLE I. NAME

The name of this company shall be **BAYTOWN TEXAS GP, LLC**; and shall be referred to herein as "the Company" or "this Company."

ARTICLE II. MAILING AND STREET ADDRESS

The mailing address and the street address for the Company is 340 Royal Poinciana Way, Suite 305, Palm Beach, Florida 33480.

ARTICLE III. REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office for this Company is as follows:

Curtis D. Hamlin, Esq.
Porges, Hamlin, Knowles, Prouty, Thompson & Najmy, P.A.
1205 Manatee Avenue West
Bradenton, Florida 34205

ARTICLE IV. MANAGEMENT OF COMPANY

This Company shall be a Member-managed Company.

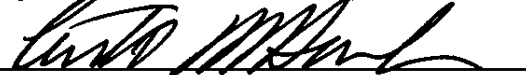
ARTICLE V. DELAYED EFFECTIVE DATE AND TIME

These Articles of Organization shall become effective and the Company shall come into existence on January 1, 2008 at 12:00:00 a.m. EST.

ARTICLE VI. INDEMNIFICATION

This Company shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned, as the authorized representative of the Company, has signed these Articles of Organization on this 1st day of December, 2007.


Curtis D. Hamlin, Authorized Agent

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.

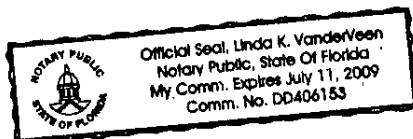
ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated limited liability company, 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 in Chapter 608, F.S.


Curtis D. Hamlin

STATE OF FLORIDA
COUNTY OF MANATEE

On December 1, 2007, Curtis D. Hamlin, designated above as the individual who shall serve as this company's Registered Agent, who is personally known to me and who did take an oath personally appeared before me and signed these Articles of Organization.




Notary Public, State of Florida

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Curtis D. Hamlin, Esq.
Fla. Bar No. 0237922
Porges, Hamlin, Knowles, Prouty,
Thompson & Najmy, P.A.
1205 Manatee Avenue West
Bradenton, Florida 34205
(941)748-3770