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AUSLEY & MCMULLEN

ATTORNEYS AND COUNSELORS AT LAW

227 SOUTH CALHOUN STREET P.O. BOX 391 (ZIP 32302) TALLAHASSEE, FLORIDA 32301 (850) 224-9115 FAX (850) 222-7560 Writer's Direct Line: (850) 425-5457

December 20, 2007

Secretary of State 2661 Executive Center Circle West Tallahassee, Florida 32301

Re: Prine Partners, LLC

Dear Madam/Sir:

Enclosed for filing are the original and one copy of the Certificate of Conversion and Articles of Organization for the above-referenced limited liability company, originally formed in Nevada. Also enclosed is this firm's check in the amount of:

Siling Fees (\$25 for Conversion & \$125

for Articles of

Organization)

□ \$155.00
Filing Fees and
Certificate of Status

\$180.00
Filing Fees &
Certified Copy
(additional copy enclosed)

□ \$185.00
Filing Fees,
Certified Copy &
Certificate of Status
(additional copy enclosed)

VIA HAND DEI

I would appreciate your calling me at 425-5457 when the certified copy is ready, and I will arrange for someone to pick it up. Please do not hesitate to call me if you have any questions and direct all correspondence concerning this matter to me at the address set forth in the letterhead.

Thank you in advance for your usual assistance in these matters.

Sincerely,

Donna Marie Walters

Dann Mameraters

Paralegal

/dmw

Enclosures

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CERTIFICATE OF CONVERSION FOR NEVADA LIMITED LIABILITY COMPANY INTO FLORIDA LIMITED LIABILITY COMPANY

Prine Partners, LLC



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 Section 608.439, Florida Statutes.

1. The name of the Other Business Entity immediately prior to the filing of this Certificate of Conversion is:

Prine Partners, LLC

- 2. The Other Business Entity is a **limited liability company** first formed under the laws of the **State of Nevada** on March 10, 2003.
- 3. The name of the Florida Limited liability company as set forth in the attached Articles of Organization is:

Prine Partners, LLC

4. This Certificate of Conversion shall be effective at the time of its filing with the Florida Department of State.

IN WITNESS WHEREOF, this Certificate of Conversion has been executed by the Members of Prine Partners, LLC this 13 to day of December., 2007.

James H. Dam Membe

William L. Dahl, Member

Certificate of Conversion:

\$25.00

Filing Fees-Articles of Organization:

\$125.00

Certified Copy:

\$30.00 (Optional)

Certificate of Status:

\$8.75 (Optional)

CERTIFICATE OF CONVERSION

Prine Partners Limited Liability Company

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ARTICLES OF ORGANIZATION OF PRINE PARTNERS, LLC

The undersigned, pursuant to the provisions of Chapter 608, Florida Statutes, provides the following information for the purpose of forming a Limited Liability Company under the laws of the State of Florida.

ARTICLE 1. Name

The name of the Limited Liability Company is Prine Partners, LLC.

ARTICLE 2. Address

The street address of the place of business in Florida is:

135 Professional Drive, Suite 101 Ponte Vedra Beach, Florida 32802-6277

The mailing address of the business in Florida is:

P.O. Box 449 Ponte Vedra, Florida 32004-0449

ARTICLE 3. Registered Agent and Registered Office

The name and Florida street address of the initial registered agent in Florida for the Limited Liability Company are:

D. Mark Fletcher

Lanigan & Associates 1292 Timberlane Road Tallahassee, Florida 32312-1765

Having been named as registered agent and as the person to accept service of process for the above-stated limited liability company at the place designated in these Articles, 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

Prine Partners, LLC
ARTICLES OF ORGANIZATION
Page 1 of 2

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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, Florida Statutes.

D. Mark Fletcher, Registered Agent

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 13 day of _______, 2007.

IN ACCORDANCE WITH SECTION 608.408(3), FLORIDA STATUTES, THE EXECUTION OF THIS DOCUMENT CONSTITUTES AN AFFIRMATION UNDER PENALTIES OF PERJURY THAT THE FACTS STATED HEREIN ARE TRUE.

James H. Daki, Member

William L. Dahl, Member

Prine Partners, LLC
ARTICLES OF ORGANIZATION
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