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DIVISION OF CORPORATIONS
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T. Hampton DEC 26 2007

CARLA DELOACH BRYANT

ATTORNEYS & COUNSELORS AT LAW, P.A.

December 20, 2007

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

Re: C. L. D. Management, LLC

Dear Sir or Madam:

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

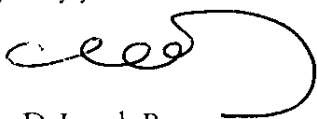
Enclosed is a firm check for the amount of one hundred fifty-five dollars (\$155.00) for the following filing fees:

- (1). Twenty-five dollars (\$25.00) for the Certificate of Conversion;
- (2). One hundred twenty-five dollars (\$125.00) for the Articles of Organization; and
- (3). Five dollars (\$5.00) for a Certificate of Status.

Please return all correspondence concerning this matter to Carla DeLoach Bryant, care of the Law Offices of Carla DeLoach Bryant, P.A., 1206 East Ridgewood Street, Orlando, Florida 32803. For further information concerning this matter, please contact my office. Thank you for your assistance.

I remain

Very truly yours,



Carla DeLoach Bryant
For the Firm

CDB/cd
enclosure

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**PLAN OF CONVERSION
FOR C. L. D. MANAGEMENT, INC.**

The following Plan of Conversion is submitted in compliance with Florida Statutes section 608.439:

**ARTICLE I.
CONVERTING CORPORATION**

The name of the Converting Corporation is C. L. D. Management, Inc. It was first organized on October 24, 2000, as a corporation under the laws of the State of Florida.

**ARTICLE II.
CONVERTED ORGANIZATION**

The name of the Converted Organization is C. L. D. Management, LLC. It is organized as a limited liability company under the laws of the State of Florida.

**ARTICLE III.
TERMS AND CONDITIONS OF THE CONVERSION**

The terms and conditions of the conversion are as follows:

- (A). Each share of stock in the Converting Corporation shall be converted into one (1) limited liability company unit in the Converted Organization. Collectively, all of the limited liability company units in the Converted Organization shall represent one hundred percent (100%) of all authorized shares of stock.
- (B). The Certificate of Conversion for "Other Business Organization" into Florida Limited Liability Company has been signed by all Managers of C. L. D. Management, LLC and shall be duly filed with the State of Florida upon approval of this Plan of Conversion.
- (C). The Director hereby recommends that this Plan of Conversion be authorized by the Shareholder.

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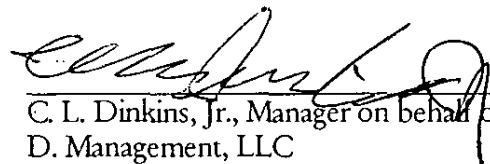
**CERTIFICATE OF CONVERSION FOR
"OTHER BUSINESS ORGANIZATION" INTO
FLORIDA LIMITED LIABILITY COMPANY**

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 Florida Statutes section 608.439:

- (1). The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is C. L. D. Management, Inc.
- (2). The "Other Business Entity" is a Florida for-profit corporation, first organized, formed, and incorporated under the laws of Florida on October 24, 2000.
- (3). The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is C. L. D. Management, LLC.
- (4). The conversion was approved as required by Florida Statutes Chapter 620, and was approved in such a manner that complied with the converting organization's governing law.
- (5). The conversion is effective on the date of filing.

The execution of this Certificate of Conversion by the undersigned Manager constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

On this 19th day of November, 2007, this Certificate of Conversion was executed by the Manager of C. L. D. Management, LLC.


C. L. Dinkins, Jr., Manager on behalf of C. L.
D. Management, LLC

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**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY C. L. D. MANAGEMENT, LLC**

**ARTICLE I.
NAME**

The name of the Limited Liability Company is C. L. D. Management, LLC (referred to as the "Company").

**ARTICLE II.
ADDRESS**

The principal office of the Company is 101 N.E. 16th Avenue, Ocala, Florida 34770. The mailing address of the Company is 101 N.E. 16th Avenue, Ocala, Florida 34770.

**ARTICLE III.
REGISTERED AGENT AND REGISTERED OFFICE**

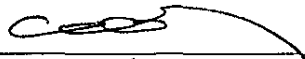
The name of the Registered Agent is C.L. Dinkins, Jr. The Registered Office is located at 101 N.E. 16th Avenue, Ocala, Florida 34770.

**ARTICLE IV.
MANAGEMENT AND INITIAL MANAGER**

C. L. D. Management, LLC is to be managed by one (1) or more Managers, and is, therefore, a Manager-Managed limited liability company.

C.L. Dinkins, Jr. shall serve as the Initial Manager, until his successor is duly elected.

On this 19th day of Novemb, 2007, Carla DeLoach Bryant, as the authorized representative of C. L. D. Management, LLC, has executed these Articles of Organization on its behalf at the Law Offices of Carla DeLoach Bryant, P.A., 1206 East Ridgewood Street, Orlando, Florida 32803.




Carla DeLoach Bryant, Authorized
Representative for C. L. D. Management,
LLC

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ACCEPTANCE OF REGISTERED AGENT

On this 19th day of November, 2007, I have been named as Registered Agent and designated to accept service of process for C. L. D. Management, LLC. By signing below 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 Florida Statutes Chapter 608.


C. L. Dinkins, Jr., Registered Agent

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