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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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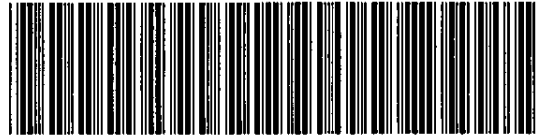
(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. KOHR

JAN 23 2008

EXAMINER

HAYWARD & GRANT, P. A.
ATTORNEYS AT LAW
2121-G KILLARNEY WAY
TALLAHASSEE, FLORIDA 32309

JOHN A. GRANT
BLAKE HAYWARD*
TOM R. HAYWARD**
KIMBERLY L. KING
EDWARD W. WOOD

*Master of Laws in Taxation
**Of Counsel

TELEPHONE (850) 386-4400
FACSIMILE (850) 386-7444

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TALLAHASSEE, FLORIDA
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TO: Registration Section
Division of Corporations

SUBJECT: Conversion of Windfall Holdings, Inc. (Document Number P07000019039) into Windfall Holdings, LLC

Enclosed for filing are the following:

1. Certificate of Conversion (with attached Plan of Conversion);
2. Articles of Organization of Windfall Holdings, LLC;
3. Certificate of Designation of Registered Agent/Registered Office for Windfall Holdings, LLC.

Please return all correspondence concerning this matter to the following:

Kimberly L. King
HAYWARD & GRANT, P.A.
2121-G Killarney Way
Tallahassee, FL 32309

For further information concerning this matter, please call: Kimberly L. King at (850) 386-4400

Enclosed is a check for the following amount: \$150.00 (\$25 for Certificate of Conversion and \$125 for Articles of Organization)

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

STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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PLAN OF CONVERSION

1. The name of the domestic corporation and the name and jurisdiction of organization of the other business entity to which the domestic corporation is to be converted:

<u>Name</u>	<u>Jurisdiction</u>
WINDFALL HOLDINGS, INC.	Florida
WINDFALL HOLDINGS, LLC	Florida

2. The terms and conditions of the conversion, including the manner and basis of converting the shares, obligations, or other securities, or rights to acquire shares, obligations, or other securities, of the domestic corporation into the partnership interests, limited liability company interests, obligations, or other securities of the other business entity, including any rights to acquire any such interests, obligations, or other securities, or, in whole or in part, into cash or other consideration:

Each shareholder of WINDFALL HOLDINGS, INC. shall receive membership interests (expressed in units) in WINDFALL HOLDINGS, LLC that are equivalent (on a percentage basis) to the number of shares of WINDFALL HOLDINGS, INC. such shareholder holds.

3. All statements required to be set forth in the plan of conversion by the laws under which the other business entity is governed: Not applicable.

4. The plan of conversion shall include, or have attached to it, the articles, certificate, registration, or other organizational document by which the other business entity has been or will be organized under its governing laws: The Articles of Organization of WINDFALL HOLDINGS, LLC are attached.

Attachment: Articles of Organization

CERTIFICATE OF CONVERSION

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Pursuant to sections 607.1112 and 608.439, Florida Statutes, the following "Other Business Entity" hereby submits the attached articles of organization and this certificate of conversion to convert the "Other Business Entity" to a Florida limited liability company:

FIRST: The name of the "Other Business Entity" immediately prior to filing this document was WINDFALL HOLDINGS, INC.

SECOND: The "Other Business Entity" is a Florida corporation (Document Number P07000019039).

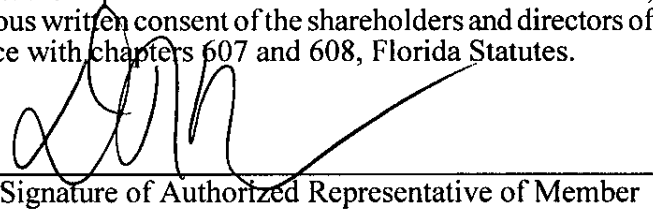
THIRD: The date on which and the jurisdiction in which the "Other Business Entity" was first created or otherwise came into being are:

- A. Date: February 12, 2007
- B. Jurisdiction: Florida.
- C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: N/A.

FOURTH: The name of the limited liability company as set forth in the attached articles of organization is: WINDFALL HOLDINGS, LLC

FIFTH: The effective date and time of the conversion to a limited liability company is January 22, 2008, which is the effective date of conversion stated in the attached articles of organization.

SIXTH: The attached Plan of Conversion meets the requirements of sections 607.1112 and 608.439, Florida Statutes, and was approved by unanimous written consent of the shareholders and directors of WINDFALL HOLDINGS, INC. in accordance with chapters 607 and 608, Florida Statutes.



Signature of Authorized Representative of Member

Douglas R. Barkley

Typed or Printed Name of Signee

**ARTICLES OF ORGANIZATION
OF
WINDFALL HOLDINGS, LLC**

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the limited liability company is WINDFALL HOLDINGS, LLC, ("company")

ARTICLE II - ADDRESS

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

Principal Office Address:

11936 Steeds Run
Tallahassee, Florida 32317

Mailing Address:

11936 Steeds Run
Tallahassee, Florida 32317

**ARTICLE III - REGISTERED AGENT,
REGISTERED OFFICE, & REGISTERED AGENT'S SIGNATURE**

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

Douglas R. Barkley
11936 Steeds Run
Tallahassee, Florida 32317

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..



Douglas R. Barkley

ARTICLE IV - MANAGERS OR MANAGING MEMBERS

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGMR" = Managing Member

Name and Address:

MGR

Douglas R. Barkley
11936 Steeds Run
Tallahassee, Florida 32317

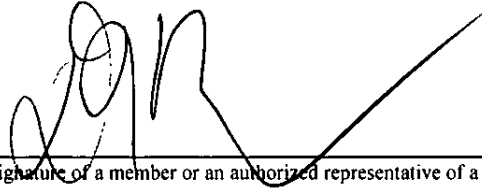
MGR

Angela J. Barkley
11936 Steeds Run
Tallahassee, Florida 32317

ARTICLE V - EFFECTIVE DATE

The effective date of the company shall be January 22, 2008.

REQUIRED SIGNATURE:



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.)

Douglas R. Barkley

Typed or printed name of signee

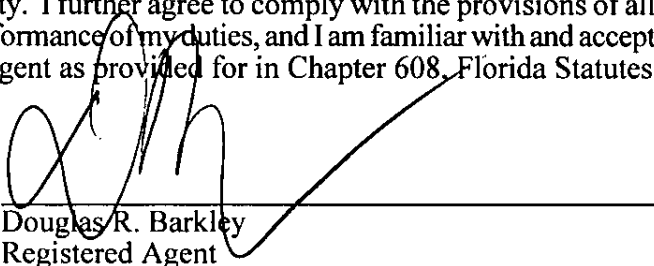
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY WINDFALL HOLDINGS, LLC, SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA:

1. The name of the Limited Liability Company is WINDFALL HOLDINGS, LLC.
2. The name and the Florida street address of the registered agent and office are:

Douglas R. Barkley
11936 Steeds Run
Tallahassee, Florida 32317

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, Florida Statutes.



Douglas R. Barkley
Registered Agent