

L08000020113

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

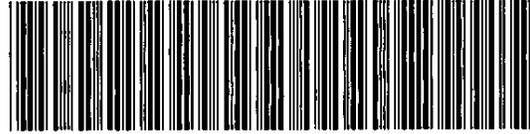
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DEPT. SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

B. KOHR

FEB 26 2008

EXAMINER



CT
a Wolters Kluwer business

CT
1203 Governors Square Blvd.
Tallahassee, FL 32301-2960

850 222 1092 tel
850 222 7615 fax
www.ctlegalsolutions.com

February 26, 2008

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

FILED
08 FEB 26 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Order #: 7164853 SO
Customer Reference 1: 17214.0001
Customer Reference 2:

Dear Department of State, Florida:

Please obtain the following:

Magnolia Agency Inc. (FL)
Conversion
Florida

Magnolia Agency LLC (FL)
Formation
Florida

Magnolia Agency LLC (FL)
Cert Copy of Articles of Org
Florida

Please rush if possible
Thanks!

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.



CT
1203 Governors Square Blvd.
Tallahassee, FL 32301-2960

850 222 1092 tel
850 222 7615 fax
www.ctlegalsolutions.com

Sincerely,

Christina McNair
CL Operations Specialist
Christina.McNair@wolterskluwer.com

February 26, 2008

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

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Sincerely,

Christina McNeair
CI. Operations Specialist
Christina.McNeair@wolterskluwer.com

CERTIFICATE OF CONVERSION

OF

MAGNOLIA AGENCY, INC.
(A Florida Corporation)

INTO

MAGNOLIA AGENCY, LLC
(A Florida Limited Liability Company)

FILED
08 FEB 26 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Conversion (this "Certificate") and the Articles of Organization (Attached as Exhibit A) are submitted pursuant to the provisions of Sections 607.1113 and 608.439 of the Florida Statutes. The undersigned hereby subscribe to and enter into the following Certificate:

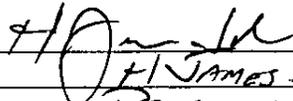
1. MAGNOLIA AGENCY, INC., a Florida corporation (the "Corporation"), shall be converted into MAGNOLIA AGENCY, LLC, a Florida limited liability company (the "Company").
2. A plan of conversion was approved by the Corporation in accordance with the provisions Section 607.1112 of the Florida Business Corporation Act and Section 608.439 of the Florida Limited Liability Company Act.
3. The mailing address and principal office address of the Company is 260 Glenridge Road, Key Biscayne, Florida 33149.
4. No shareholders of the Corporation are entitled to appraisal rights under Sections 607.1301-607.1333 of the Florida Business Corporation Act.
5. The Corporation was incorporated in Florida, on March 22, 2005.
6. This Certificate shall be effective on the date of filing with the Florida Department of State.

P0500043674

[Signature Page to Follow]

IN WITNESS WHEREOF, the undersigned have caused this Certificate to be executed by its officer this 25th day of February, 2008, and affirm as true the foregoing under the penalties of perjury.

MAGNOLIA AGENCY, INC.

By: 
Name: H. JAMES IRL
Its: PRESIDENT

IRL FINANCIAL GROUP INCORPORATED,
the sole member of Magnolia Agency, LLC

By: 
Name: H. JAMES IRL
Its: PRESIDENT

ARTICLES OF ORGANIZATION

ARTICLE I

Name

The name of the Limited Liability Company (the "Company") is:

MAGNOLIA AGENCY, LLC

ARTICLE II

Address

The mailing address and principal office address of the Company is:

260 Glenridge Road, Key Biscayne, Florida 33149

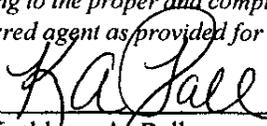
ARTICLE III

Registered Agent, Registered Office, and Registered Agent's Signature

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

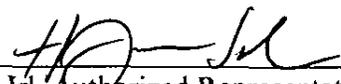
Kathleen A. Pall
260 Crandon Blvd., Suite 25
Key Biscayne, Florida 33149

Having been named as registered agent and 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 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.



Kathleen A. Pall
Registered Agent

Date: February 25, 2008



H. James Irl, Authorized Representative

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TALLAHASSEE, FLORIDA