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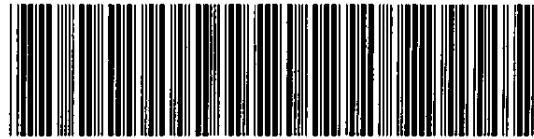
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

T. CLINE

MAR 26 2008

EXAMINER

CARLA DELOACH BRYANT

ATTORNEYS & COUNSELORS AT LAW, P.A.

March 7, 2008

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

Re: P.W. Realty Enterprises, 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 Jeff DeRosier, care of the Law Offices of Carla DeLoach Bryant, P.A., 1206 East Ridgewood Street, Orlando, Florida 32803. If further information concerning this matter, please contact my office. Thank you for your assistance.

I remain

Very truly yours,



Jeff DeRosier
For the Firm

JLD/jd
enclosure

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TALLAHASSEE, FLORIDA

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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 P.W. Realty, Corp.
- (2). The "Other Business Entity" is a Delaware for-profit corporation, first organized, formed, and incorporated under the laws of Delaware on March 3, 1992.
- (3). The name of the Florida limited liability company as set forth in the attached Articles of Organization is P.W. Realty Enterprises, LLC.
- (4). The conversion was approved as required by Florida Statutes Chapter 608, 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.

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TALLAHASSEE, FLORIDA

On this 6 day of March, 2008, this Certificate of Conversion was executed by the Manager of P.W. Realty Enterprises, LLC.



Karam Duggal, as Manager on behalf of
P.W. Realty Enterprises, LLC

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**JOINT WRITTEN CONSENT OF THE DIRECTOR AND
SHAREHOLDER OF P.W. REALTY, CORP.**

Pursuant to governing law, the undersigned, being the sole Shareholder and Director of P.W. Realty, Corp. a Delaware for-profit corporation (referred to as the "Entity"), take the following written action in lieu of holding a special meeting of the Shareholder and Director:

The conversion of P.W. Realty, Corp. from a Delaware for-profit corporation to a Florida limited liability company, P.W. Realty Enterprises, LLC in accordance with Florida Statutes Sections 608.439 and 608.4402-608.4404, was ratified and approved, upon recommendation of the Director.

The Plan of Conversion regarding the same and the Articles of Organization for P.W. Realty Enterprises, LLC were ratified and approved.

(Corporate Seal)



Karam Duggal, as Director

3/6/2008

Date

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TALLAHASSEE, FLORIDA

**PLAN OF CONVERSION
FOR P.W. REALTY, CORP.**

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

**ARTICLE I.
CONVERTING ENTITY**

The name of the Converting Entity is P.W. Realty, Corp. It was first organized on March 3, 1992, as an Entity under the laws of the State of Delaware.

**ARTICLE II.
CONVERTED ORGANIZATION**

The name of the Converted Organization is P.W. Realty Enterprises, 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 Entity 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 P.W. Realty Enterprises, LLC and shall be duly filed with the State of Florida upon approval of this Plan of Conversion.
- (C). The Directors hereby recommend that this Plan of Conversion be authorized by the Shareholders.

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**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY P.W. REALTY ENTERPRISES, LLC**

**ARTICLE I.
NAME**

The name of the limited liability company is P.W. Realty Enterprises, LLC (referred to as the "Company").

**ARTICLE II.
ADDRESS**

The principal office of the Company is 8525 Red Leaf Lane, Orlando, Florida 32819. The mailing address of the Company is 8525 Red Leaf Lane, Orlando, Florida 32819.

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

The name of the Registered Agent is Carla DeLoach Bryant. The Registered Office is located at 1206 East Ridgewood Street, Orlando, Florida 32803.

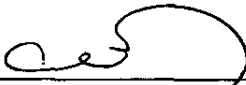
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**ARTICLE IV.
MANAGEMENT**

P.W. Realty Enterprises, LLC is to be managed by one (1) or more Managers, and is, therefore, a Manager-Managed limited liability company.

Until his successors are duly elected and installed, Karam Duggal shall be the Manager.


On this 14th day of March, 2008, Carla DeLoach Bryant, as the authorized representative of P.W. Realty Enterprises, 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 P.W. Realty
Enterprises, LLC

ACCEPTANCE OF REGISTERED AGENT

On this 19th day of March, 2008, I have been named as Registered Agent and designated to accept service of process for P.W. Realty Enterprises, 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.



Carla DeLoach Bryant, as Registered Agent

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