

LD80000037644

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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WAIT

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MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

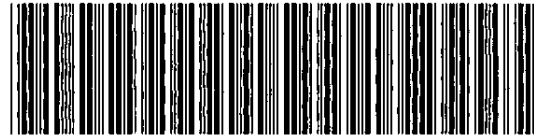
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APR 15 2008

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TALLAHASSEE, FLORIDA

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GASSMAN, BATES & ASSOCIATES, P.A.
ATTORNEYS AT LAW

ALAN S. GASSMAN **
LONDON L. BATES **†
KENNETH J. CROTTY ***

- * LL. M. IN TAXATION
- + BOARD CERTIFIED LAWYER IN
WILLS, TRUSTS AND ESTATES
- ** CERTIFIED PUBLIC ACCOUNTANT
- *** LL. M. IN ESTATE PLANNING
- † CERTIFIED CIRCUIT COURT MEDIATOR

1245 COURT STREET
SUITE 102
CLEARWATER, FL 33756
PHONE: (727) 442-1200
FAX: (727) 443-5829
GassmanBatesLawGroup.com

April 10, 2008
VIA DHL

Florida Department of State
Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: 102 NORTH PENSTEMAN, L.L.C.

Dear Sirs/Madams:

Attached for filing please find a Certificate of Conversion whereby 102 NORTH PENSTEMAN, L.L.C., a Colorado limited liability company, will convert into 102 NORTH PENSTEMAN, L.L.C., a Florida limited liability company. Please note the effective date on this filing is April 30, 2008.

The Articles of Organization of 102 NORTH PENSTEMAN, L.L.C. (a Florida limited liability company) are also attached, as well as a check in the amount of \$150.00 for filing fees.

Please provide our office with confirmation of filing.

If you have any questions on the attached, please contact Julie Speakman of my office at 727-442-1200.

Best personal regards,


Alan S. Gassman

ASG:jas

Enclosures

cc: Charles R. Beckenstein and Janet L. Seper, M.D. (w/encls.)

J:\B\Beckenstein\102 NORTH PENSTEMAN, L.L.C. (FL)\FL Sec. of State.1.wpd
3450-2

Certificate of Conversion
For
"Other Business Entity"
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 s.608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:
102 NORTH PENSTEMAN, L.L.C.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a limited liability company.
(Enter entity type. Example: corporation, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Colorado
(Enter state, or if a non-U.S. entity, the name of the country)

on October 25, 2005.
(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

4. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:

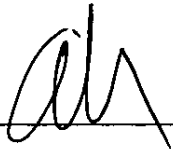
102 NORTH PENSTEMAN, L.L.C.
(Enter Name of Florida Limited Liability Company)

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TALLAHASSEE, FLORIDA

5. If not effective on the date of filing, enter the effective date: April 30, 2008.
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

Signed this 10th day of April 2008.

Signature of Authorized Person: _____



Printed Name: Alan S. Gassman Title: Authorized Representative

Fees:

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is: 102 NORTH PENSTEMAN, L.L.C.

ARTICLE II - Address:

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

713 S. Delaware Avenue
Tampa, FL 33606

ARTICLE III - Written Operating Agreement

Any operating agreement entered into by the Members of the Limited Liability Company, and any amendments or restatements thereof, shall be in writing, and shall govern all matters relating to the governance of the affairs of the Limited Liability Company, the conduct of its business and the relations of its Members, including without limitation, the amendment of these Articles. No oral agreement among any of the Members or Managers of the Limited Liability Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, any written operating agreement of the Limited Liability Company, as amended and in existence from time to time.

ARTICLE IV - Registered Agent, Registered Office, & Registered Agent's Signature:

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

Alan S. Gassman

Name

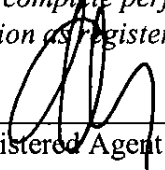
1245 Court Street, Suite 102

Florida street address (P.O. Box NOT acceptable)

Clearwater, FL 33756

City, State, and Zip

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.



Registered Agent's Signature

ARTICLES OF ORGANIZATION OF 102 NORTH PENSTEMAN, L.L.C.

Alan S. Gassman, Esquire
1245 Court Street Suite 102
Clearwater, FL 33756
(727) 442-1200
Florida Bar #: 371750

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TALLAHASSEE, FLORIDA
PAGE 1

Audit Fax No: _____

(An additional article must be added if an effective date is requested)

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.)



ALAN S. GASSMAN

J:\B\Beckenstein\102 NORTH PENSTEMAN, L.L.C. (FL)\Articles of Organization.1.wpd
jas 4-7-08

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF 102 NORTH PENSTEMAN, L.L.C.

Alan S. Gassman, Esquire
1245 Court Street Suite 102
Clearwater, FL 33756
(727) 442-1200
Florida Bar #: 371750