

LU8000042501

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

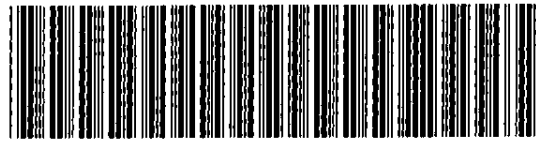
(Business Entity Name)

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B. KOHR

APR 29 2008

EXAMINER

FILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

(City, State, Zip)

385-6735

(Phone #)

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TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Bull of Bear Capital Advisors, LLC
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☒ Pick up time 2.00 ☐ Certified Copy
- ☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input checked="" type="checkbox"/>	Other <u>CONVERSION</u>

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

Certificate of Conversion
For
Florida Profit Corporation
Into
Florida Limited Liability Company

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TALLAHASSEE, FLORIDA

This Certificate of Conversion and the attached Articles of Organization are submitted to convert the following **Florida Profit Corporation into a Florida Limited Liability Company** in accordance with s. 608.439, Florida Statutes.

P98000107956

1. The name of the Florida Profit Corporation immediately prior to the filing of this Certificate of Conversion is Bull & Bear Capital Advisors, Inc.
2. The Florida Profit Corporation was first incorporated under the laws of the State of Florida on December 30, 1998.
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is Bull & Bear Capital Advisors, LLC.

Signed this 28th day of April 2008.

Signature: Matthew B. Bishop

Printed Name: Matthew B. Bishop, Sr. Title: President

ARTICLES OF ORGANIZATION

FOR

BULL & BEAR CAPITAL ADVISORS, LLC

The undersigned organizer to these Articles of Organization hereby forms a limited liability company under the Florida Limited Liability Company Act.

ARTICLE I

Name

The name of the limited liability company is BULL & BEAR CAPITAL ADVISORS, LLC (the "Company").

ARTICLE II

Principal Office and Mailing Address

The initial mailing address and street address of the principal office of the Company is 6817 Southpoint Parkway, Suite 1003, Jacksonville, Duval County, Florida 32216.

ARTICLE III

Management

The Company is to be a manager-managed company, and its initial manager is MDP Group, P.L.

ARTICLE IV

Registered Agent and Registered Office

The name of the initial registered agent of the Company is Matthew B. Bishop, Sr. whose street address is 6817 Southpoint Parkway, Suite 1003, Jacksonville, Duval County, Florida 32216.

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.

Matthew B. Bishop
Signature of Authorized Member

April 28, 2008
Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Sections 608.415, Florida Statutes, the undersigned Limited Liability Company, organized under the laws of the state of Florida, submits the following statement in designating the registered agent and registered office in the State of Florida.

1. The name of the Limited Liability Company is BULL & BEAR CAPITAL ADVISORS, LLC.
2. The name of the initial registered agent of the Company is Matthew B. Bishop, Sr. whose street address is 6817 Southpoint Parkway, Suite 1003, Jacksonville, Duval County, Florida 32216.

Having been named as registered agent 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.

Matthew B. Bishop
Signature of Registered Agent

April 28, 2008
Date