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EXAMINER

08 APR 29 PM 3: 02 SECRETARY OF STATE ALL ARASSEE FLORIN

FILED

FILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

(City, State, Zip)

(Phone #)

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

Other

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NEW FILINGS	AMENDMENTS	
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NonProfit	Resignation of R.A., Officer	/Director
Limited Liability	Change of Registered Agent	t
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Other Conversion	Merger	
OTHER FILINGS	REGISTRATION/	
Annual Report	QUALIFICATION	
Fictitious Name	Foreign	
Name Reservation	Limited Partnership	
	Reinstatement	
	Trademark	<u></u>

Examiner's Initials

Certificate of Conversion

For

Florida Professional Service Corporation

Into

Florida Professional Limited Liability Company

This Certificate of Conversion and the attached Articles of Organization are submitted to convert the following Florida Professional Service Corporation into a Florida Professional Limited Liability Company in accordance with s. 608.439, Florida Statutes. P98000073997

- 1. The name of the Florida Professional Service Corporation immediately prior to the filing of this Certificate of Conversion is Bishop & Company, P.A.
- 2. The Florida Professional Service Corporation was first incorporated under the laws of the State of Florida on August 25, 1998.
- 3. The name of the Florida Professional Limited Liability Company as set forth in the attached Articles of Organization is Bishop & Company, P.L.

Signed this 28th day of April 2008.

Signature: Matthe 73. 7

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

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FOR

BISHOP & COMPANY, P.L.

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

ARTICLE I Name

The name of the professional limited liability company is BISHOP & COMPANY, P.L. (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 1004, Jacksonville, Duval County, Florida 32216.

ARTICLE III Purpose

The business purpose of the Company is to render professional services, including but not limited to engaging in the practice of accountancy, through its members, managers, officers, employees, and agents who are duly licensed and legally authorized to render such professional services.

ARTICLE IV Incorporation of the Provisions of the Florida Professional Service Corporation and Limited Liability Company Act

The Company is intended to be a professional limited liability company and elects to be governed under the Florida Professional Service Corporation and Limited Liability Company Act.

ARTICLE V Management

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

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ARTICLE VI 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 1004, Jacksonville, Duval County, Florida 32216.

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmance under the penalties of perjury that the facts stated herein are true.

Mutation 73. 7349
Signature of Authorized Member

pril 28, 2008

Date

CERTIFICATE OF DESIGNATION REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of Sections 608.415, Florida Statutes, the undersigned Professional 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 Professional Limited Liability Company is BISHOP & COMPANY, P.L.
- 2. The name of the initial registered agent of the Company is Matthew B. Bishop, Sr. whose street address is 6817 Southpoint Parkway, Suite 1004, Jacksonville, Duval County, Florida 32216.

Having been named as registered agent to accept service of process for the above stated professional 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.

Wattle W. W. Signature of Registered Agent

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April 28, 2008

Date